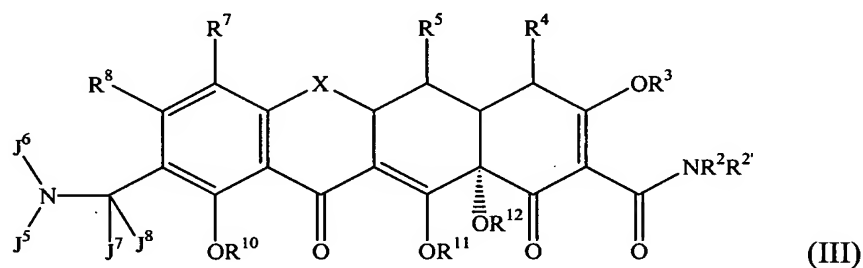


### AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions of the claims and listing of the claims in the application:

1.-15. (Cancelled)

16. (Previously Presented) A tetracycline compound of formula (III):



wherein:

J<sup>5</sup> and J<sup>6</sup> are each independently hydrogen, alkyl, alkenyl, alkynyl, aryl, sulfonyl, acyl, alkoxy carbonyl, alkaminocarbonyl, alkaminothiocarbonyl, substituted thiocarbonyl, substituted carbonyl, alkoxythiocarbonyl, or linked to form a ring;

J<sup>7</sup> and J<sup>8</sup> are each alkyl, halogen, or hydrogen;

X is CR<sup>6'</sup>R<sup>6</sup>;

R<sup>2</sup>, R<sup>2'</sup>, R<sup>4'</sup>, and R<sup>4''</sup> are each independently hydrogen, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, aryl, heterocyclic, heteroaromatic or a prodrug moiety;

R<sup>4</sup> is NR<sup>4'</sup>R<sup>4''</sup>, alkyl, alkenyl, alkynyl, aryl, hydroxyl, halogen, or hydrogen;

R<sup>3</sup>, R<sup>10</sup>, R<sup>11</sup> and R<sup>12</sup> are each hydrogen or a pro-drug moiety;

R<sup>5</sup> is hydroxyl, hydrogen, thiol, alkanoyl, aroyl, alkaroyl, aryl, heteroaromatic, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, alkyl carbonyloxy, or aryl carbonyloxy;

R<sup>6</sup> and R<sup>6'</sup> are each independently hydrogen, methylene, absent, hydroxyl, halogen, thiol, alkyl, alkenyl, alkynyl, aryl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, or an arylalkyl;

R<sup>7</sup> is hydrogen, ethyl, phenyl, 4-*t*-butylphenyl, *t*-butylaminophenyl or dimethylamino;

R<sup>8</sup> is hydrogen, hydroxyl, halogen, thiol, alkyl, alkenyl, alkynyl, aryl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, or an arylalkyl;

$R^{13}$  is hydrogen, hydroxyl, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, or an arylalkyl; and pharmaceutically acceptable salts thereof.

17. **(Original)** The tetracycline compound of claim 16, wherein  $R^4$  is  $NR^{4'}R^{4''}$ , X is  $CR^6R^{6'}$ ;  $R^2$ ,  $R^{2'}$ ,  $R^6$ ,  $R^{6'}$ ,  $R^8$ ,  $R^{10}$ ,  $R^{11}$ , and  $R^{12}$  are each hydrogen;  $R^{4'}$  and  $R^{4''}$  are lower alkyl; and  $R^5$  is hydroxyl or hydrogen.

18. **(Original)** The tetracycline compound of claim 17, wherein  $R^{4'}$  and  $R^{4''}$  are each methyl and  $R^5$  is hydrogen.

19. **(Original)** The tetracycline compound of claim 16, wherein  $J^7$  and  $J^8$  are hydrogen.

20. **(Original)** The tetracycline compound of claim 16, wherein  $J^5$  is substituted or unsubstituted alkyl.

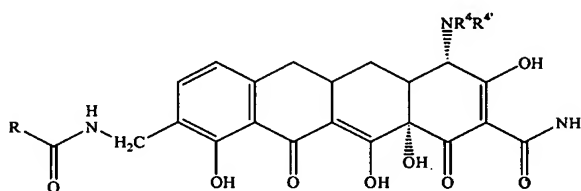
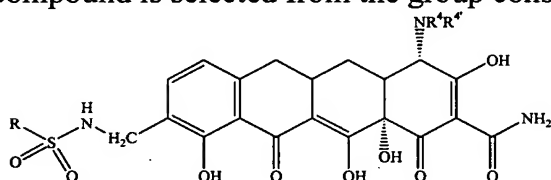
21. **(Original)** The tetracycline compound of claim 16, wherein  $J^5$  is sulfonyl.

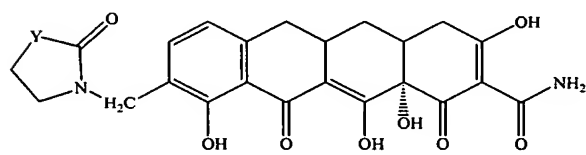
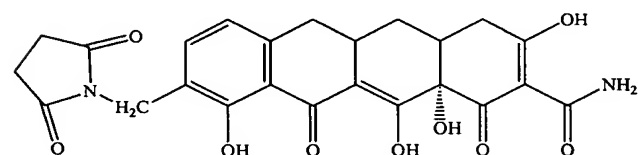
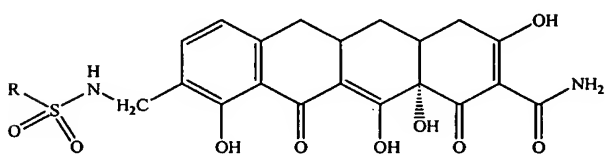
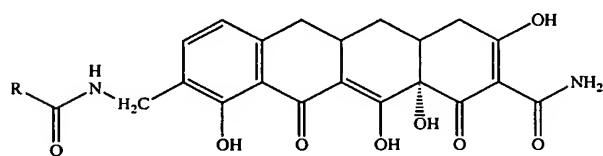
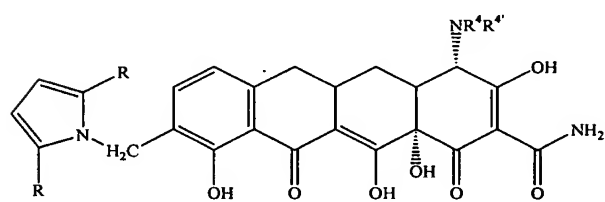
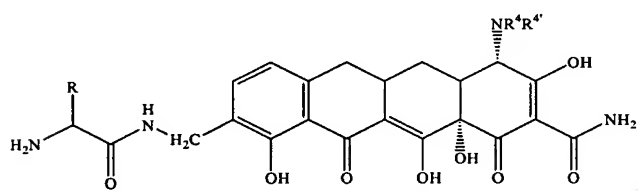
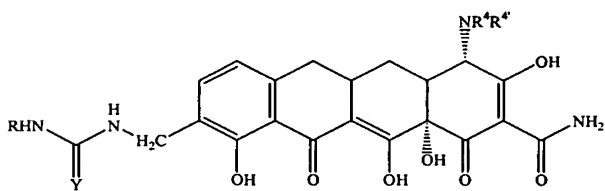
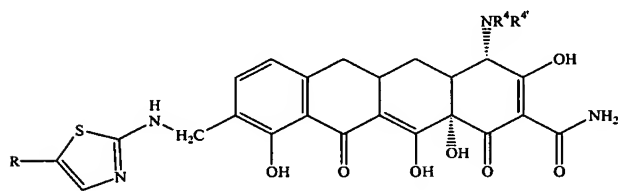
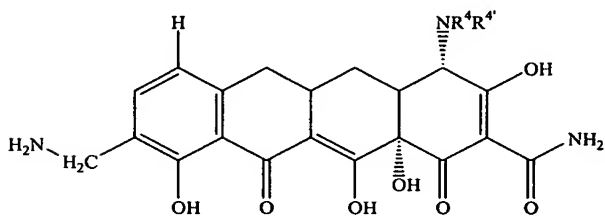
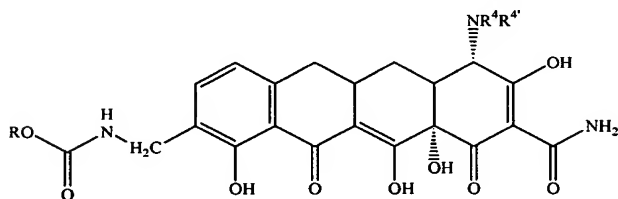
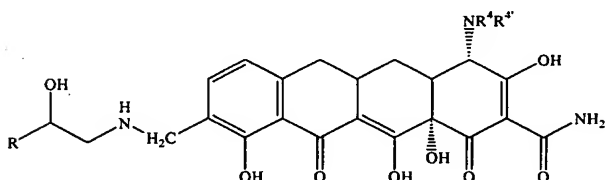
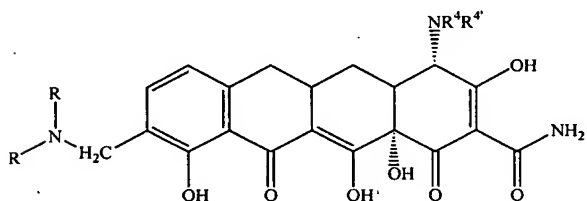
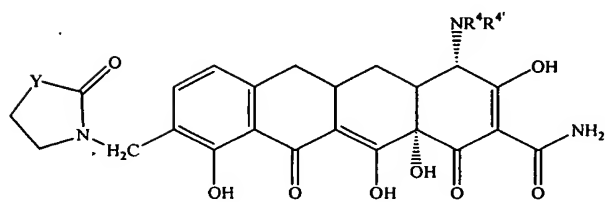
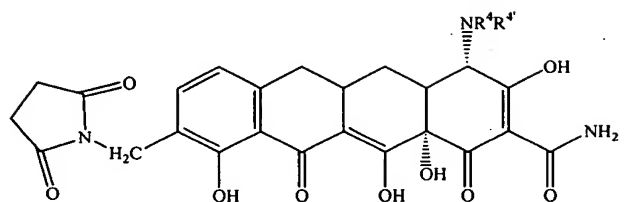
22. **(Original)** The tetracycline compound of claim 16, wherein  $J^5$  and  $J^6$  are linked to form a ring.

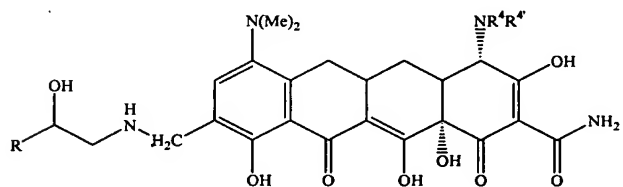
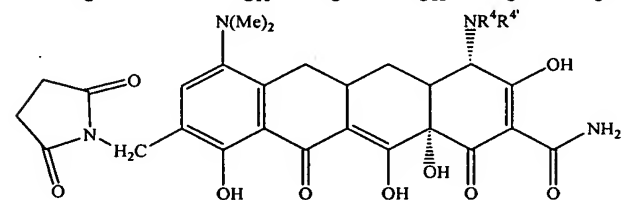
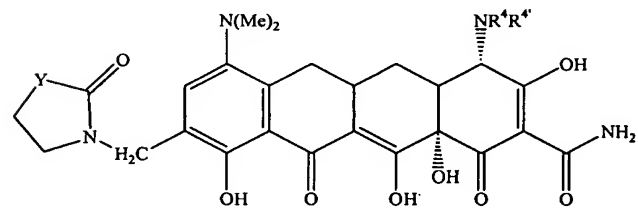
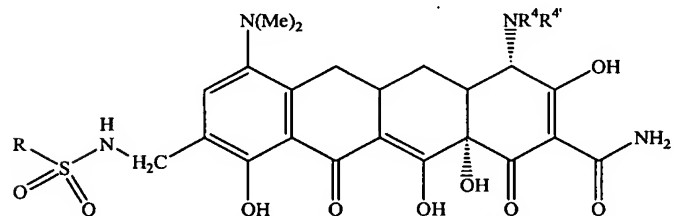
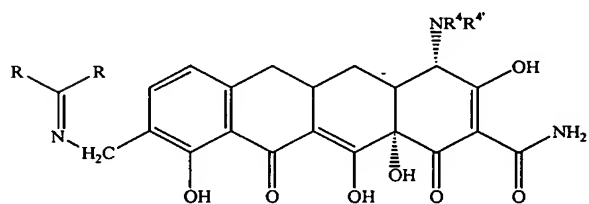
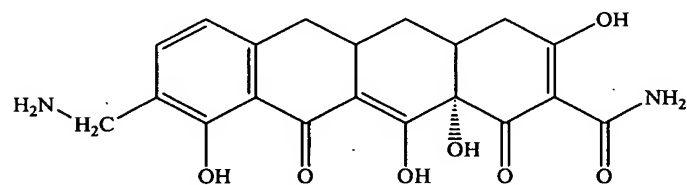
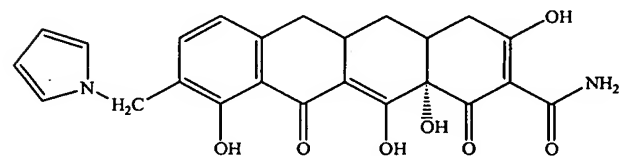
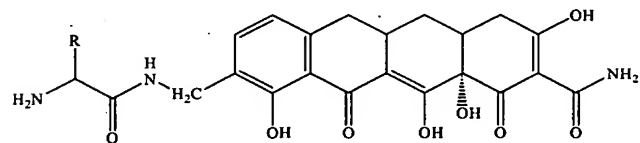
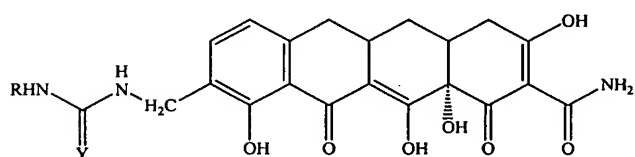
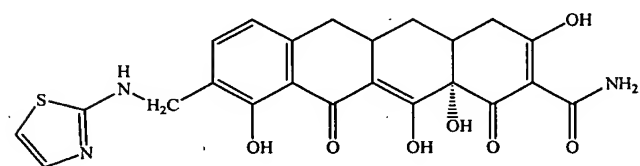
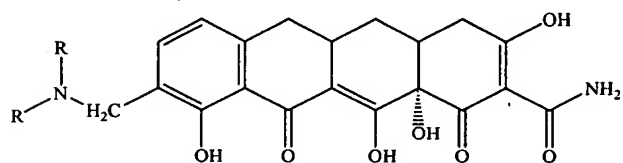
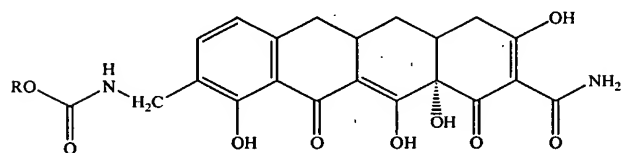
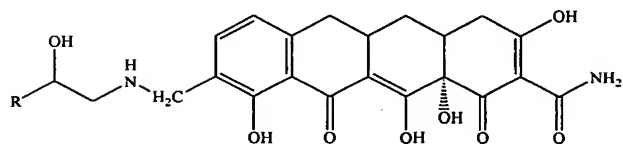
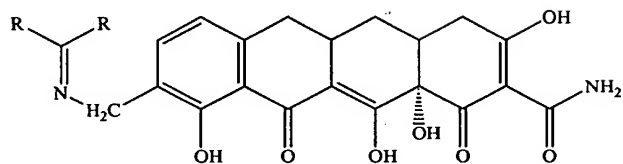
23. **(Original)** The tetracycline compound of claim 16, wherein  $J^5$  is heteroaryl.

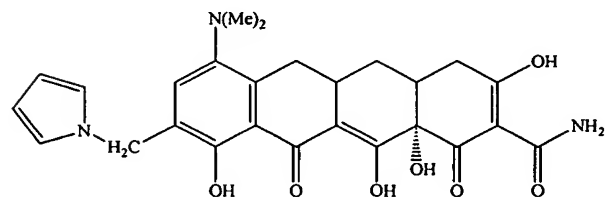
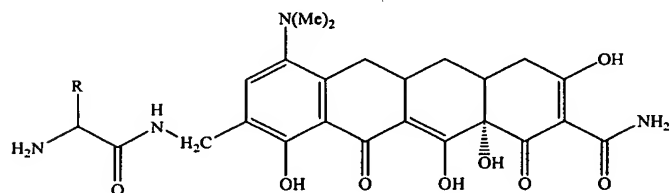
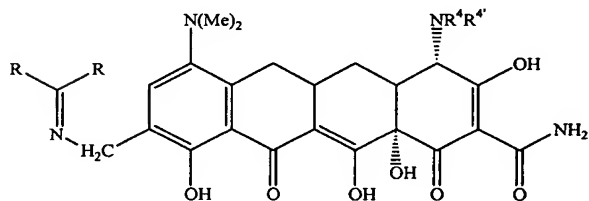
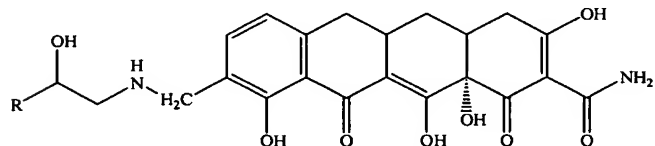
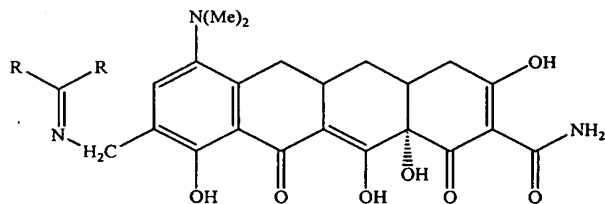
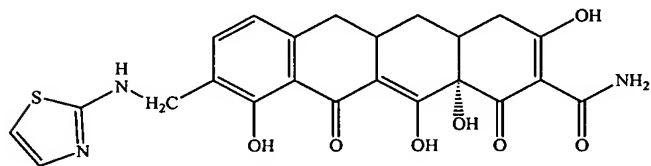
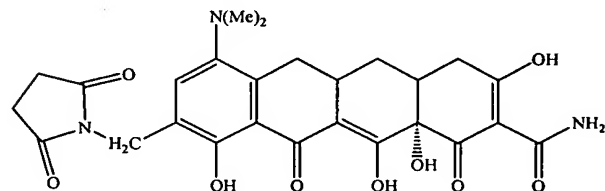
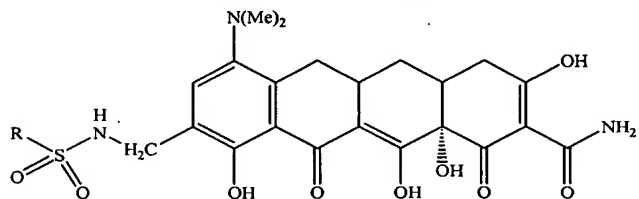
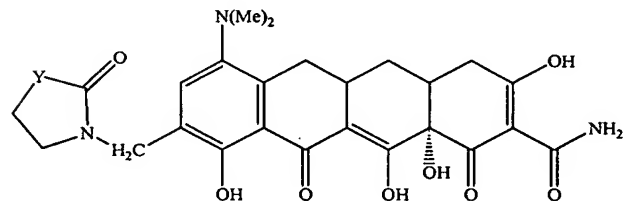
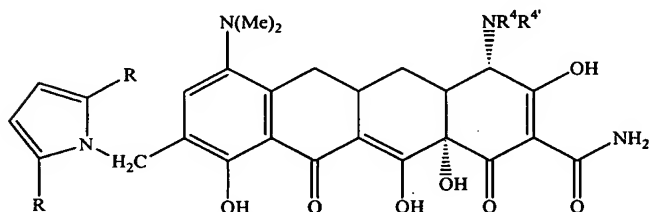
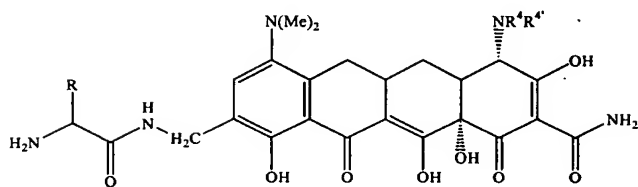
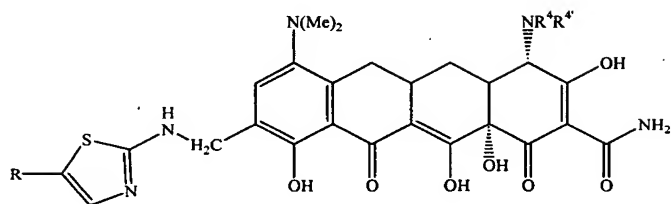
24. **(Original)** The tetracycline compound of claim 16, wherein  $J^5$  is substituted carbonyl.

25. **(Previously Presented)** The tetracycline compound of claim 16, wherein said compound is selected from the group consisting of:









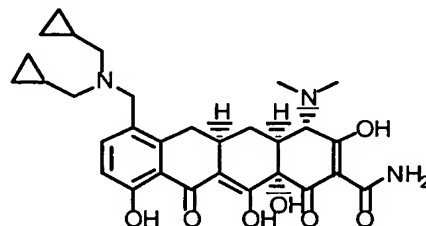
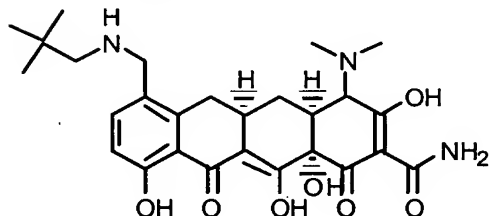
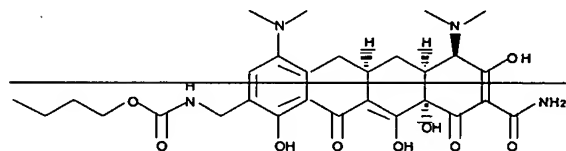
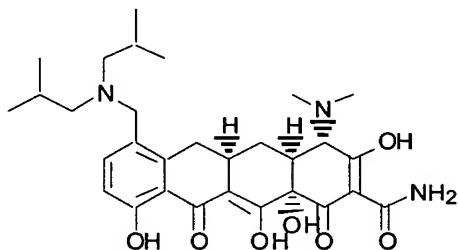
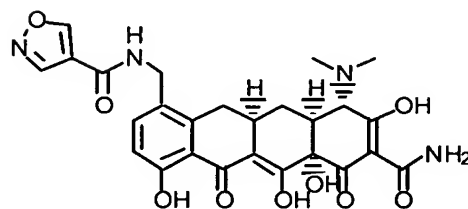
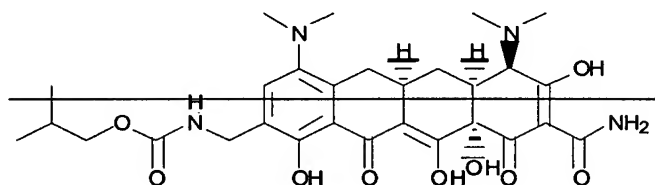
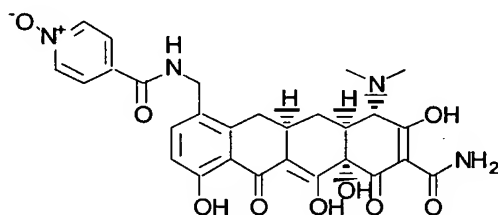
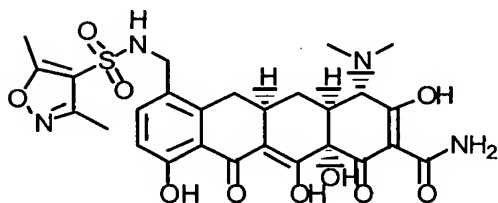
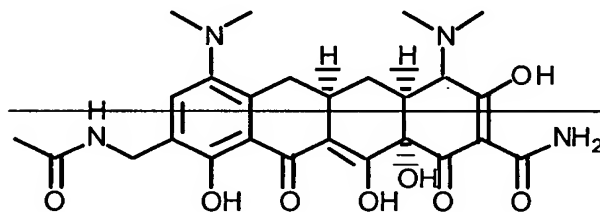
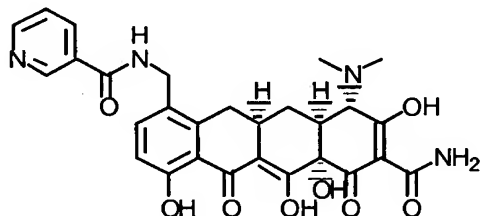
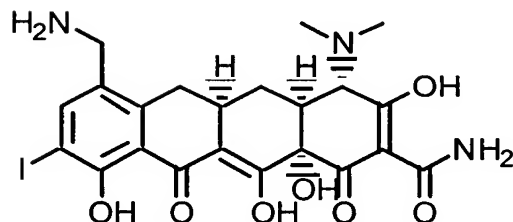
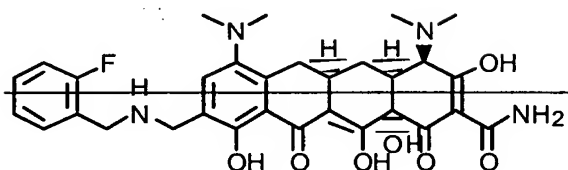
wherein

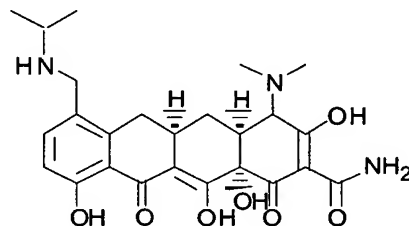
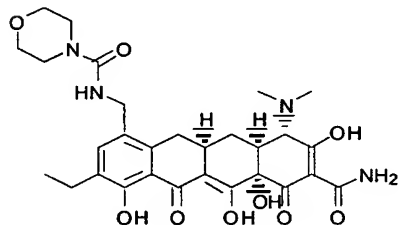
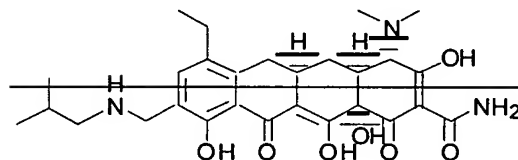
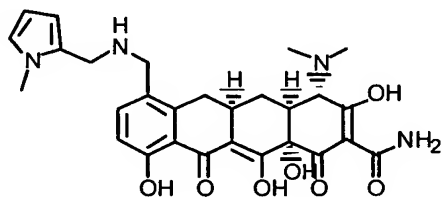
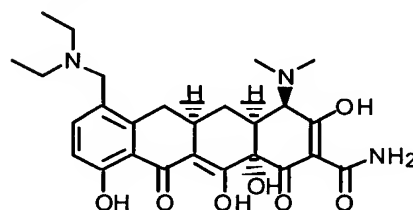
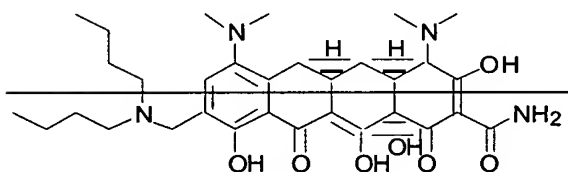
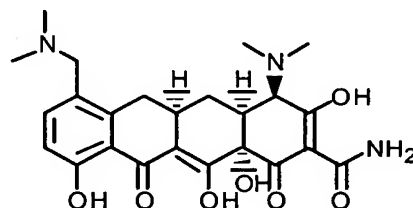
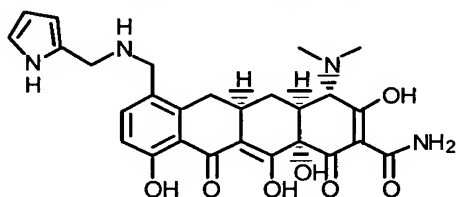
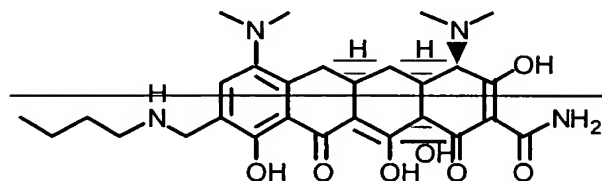
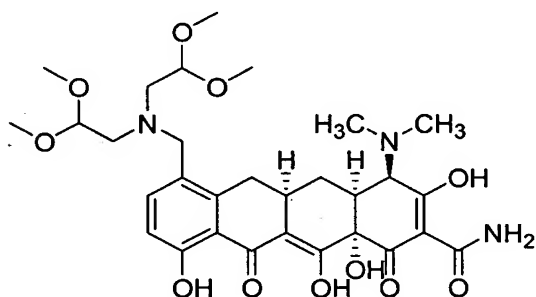
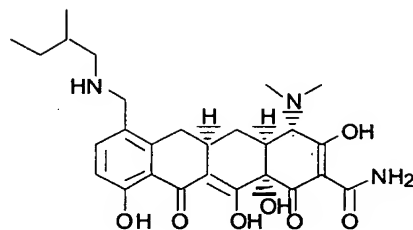
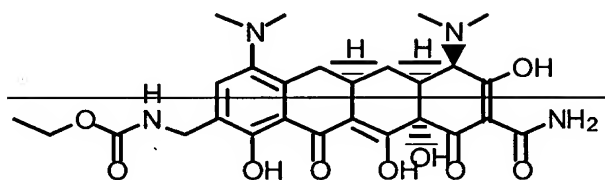
R is substituted or unsubstituted alkyl, alkenyl, alkynyl, halogen, alkoxy; and

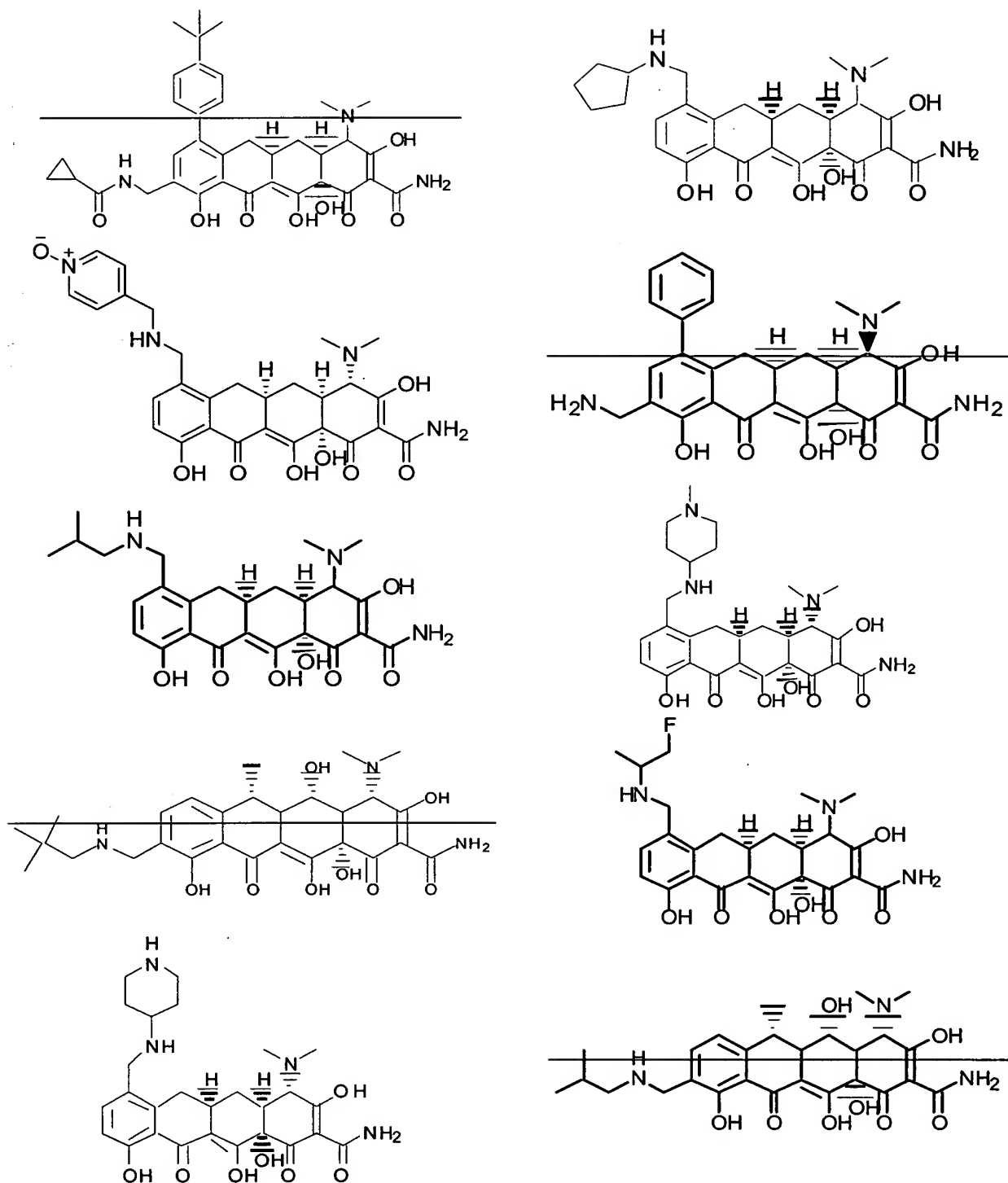
Y is N, O, or S, or pharmaceutically acceptable salts or prodrugs thereof.

26. (Currently Amended)

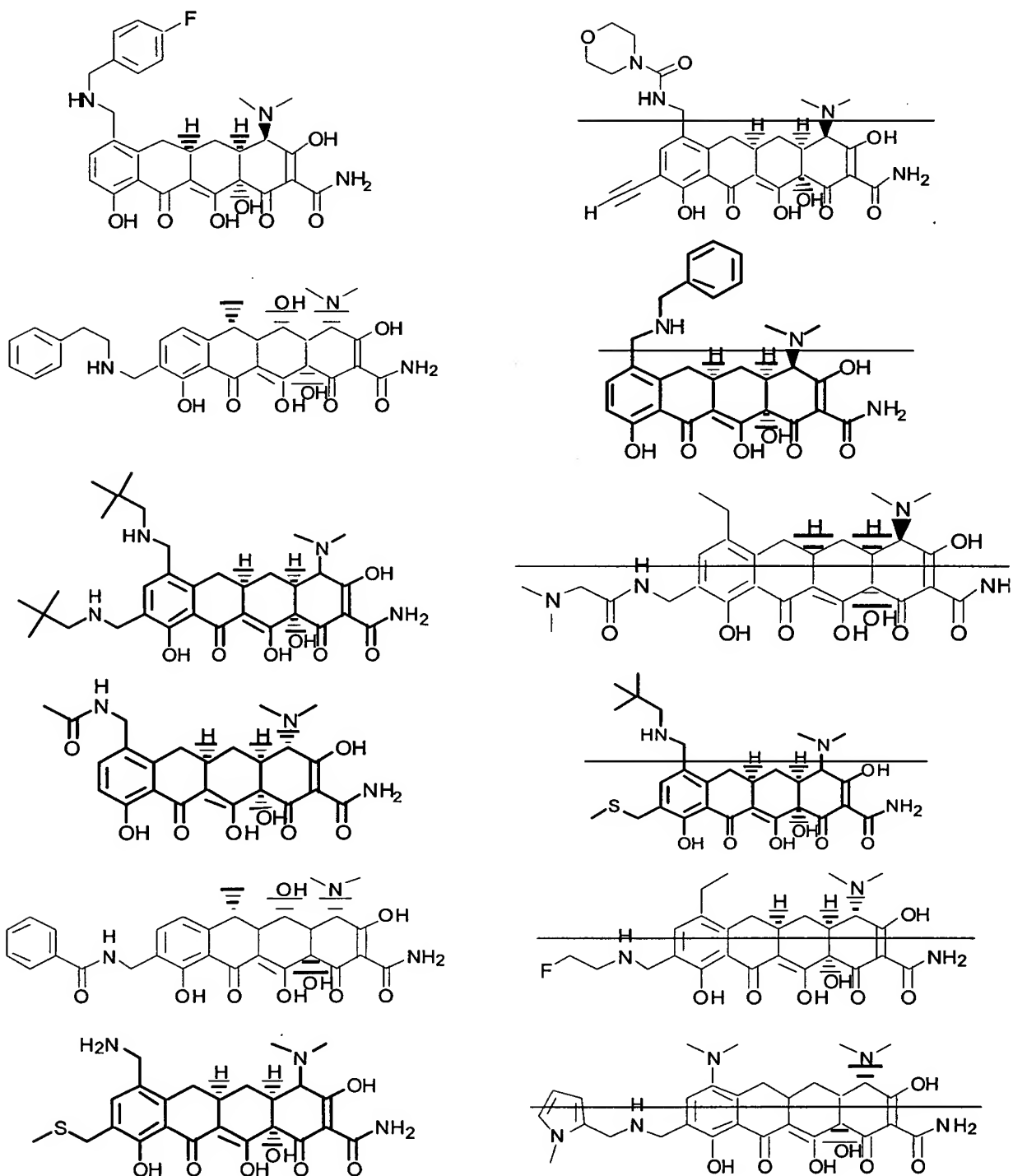
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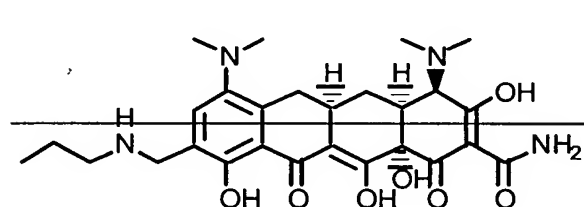
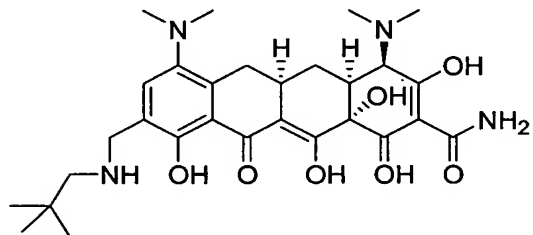
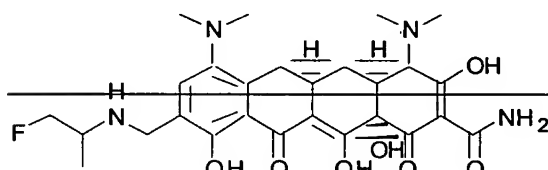
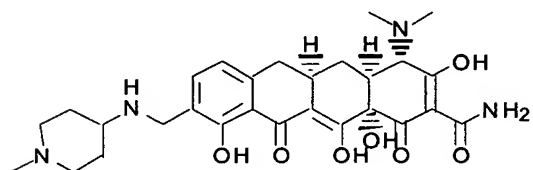
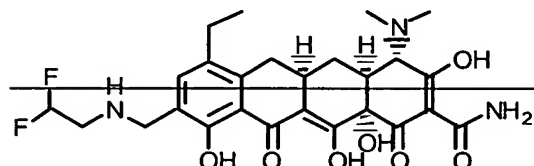
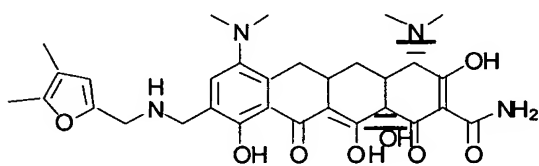
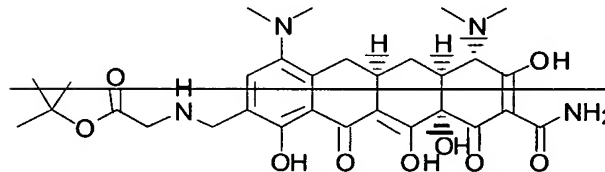
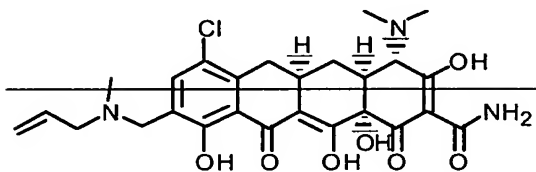
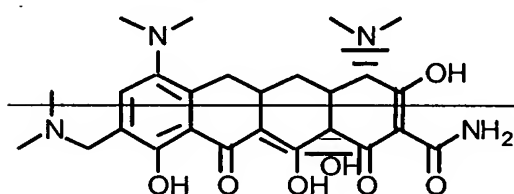
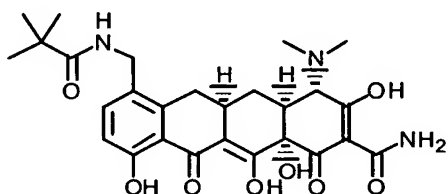
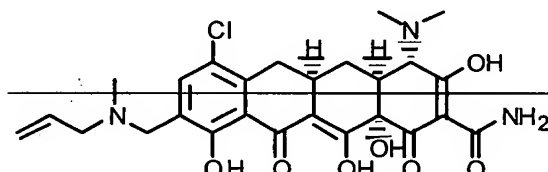
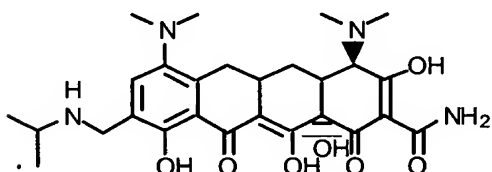
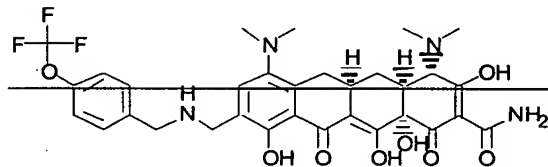
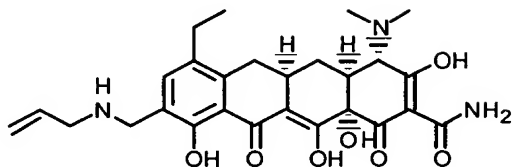


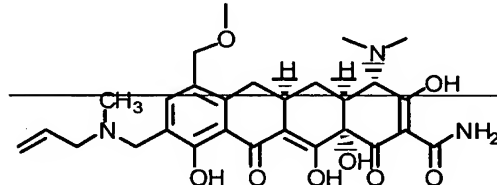
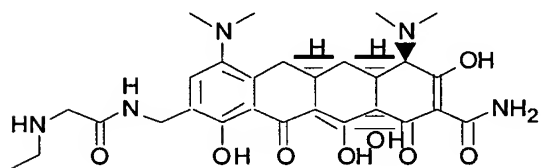
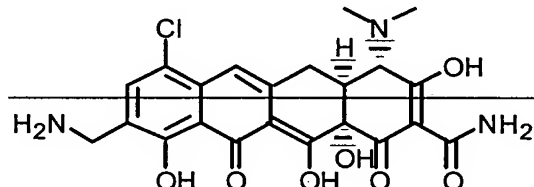
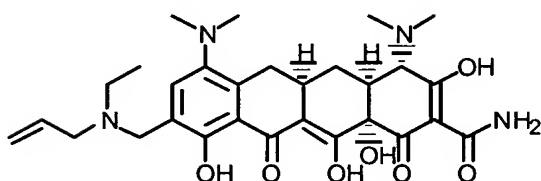
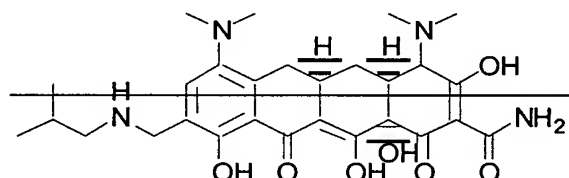
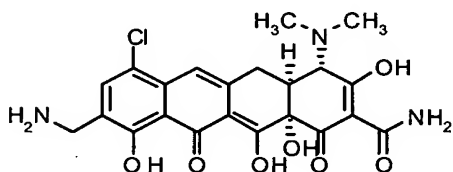
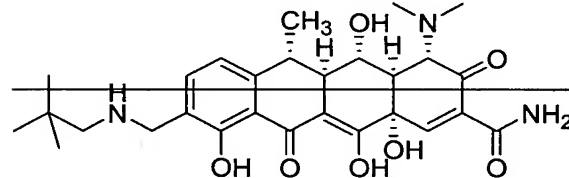
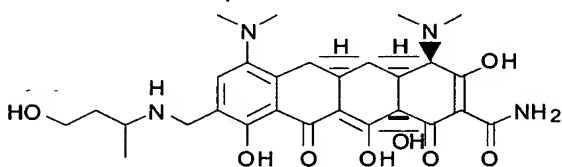
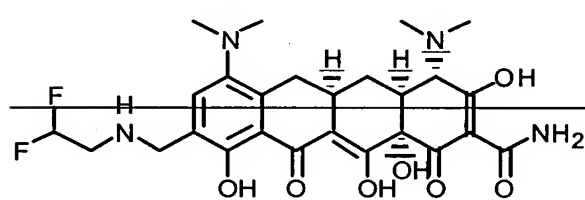
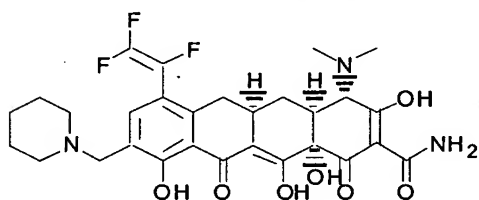
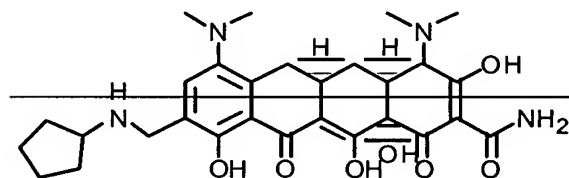
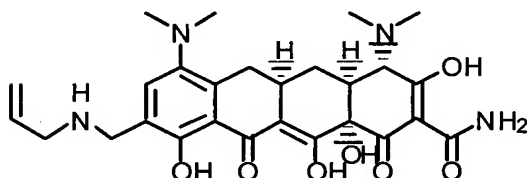
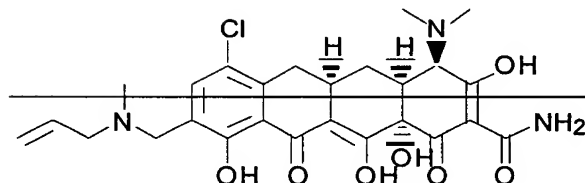
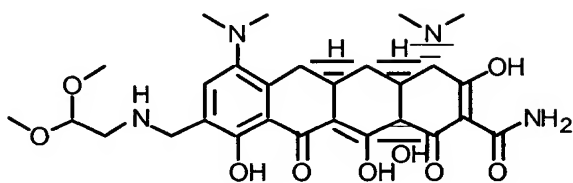


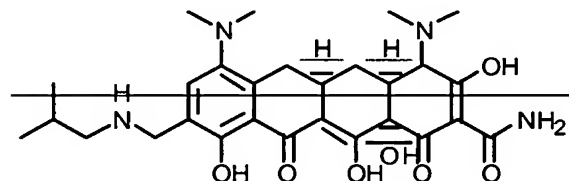
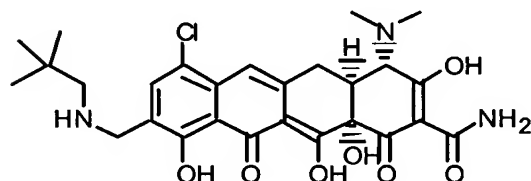
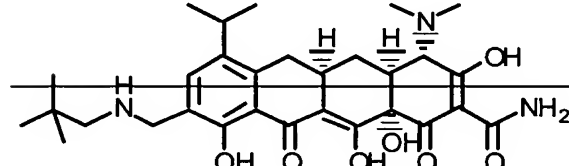
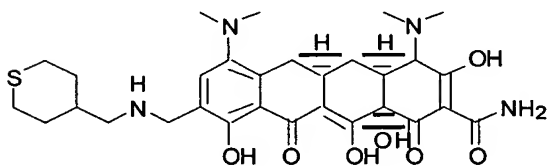
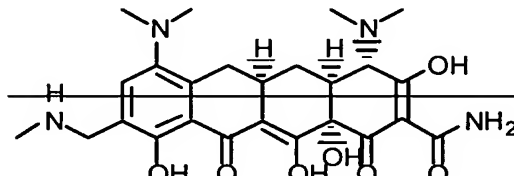
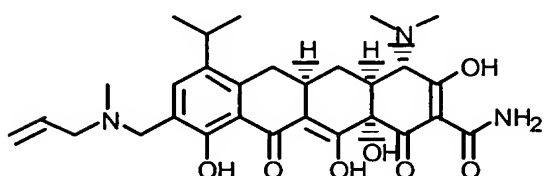
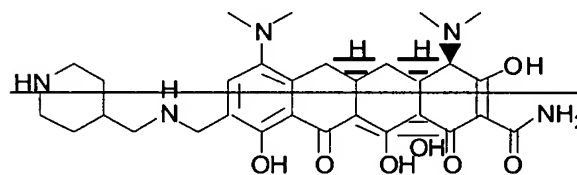
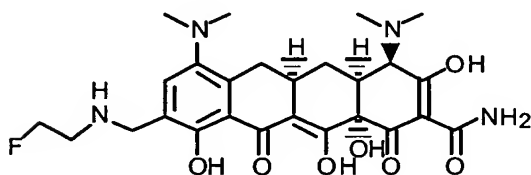
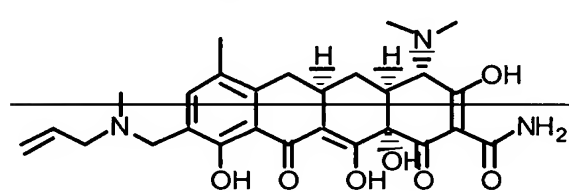
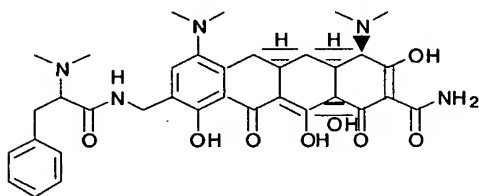
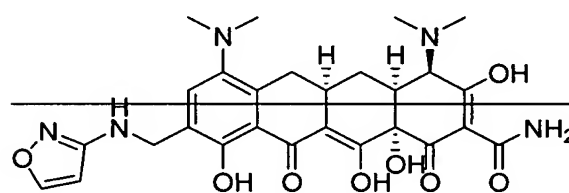
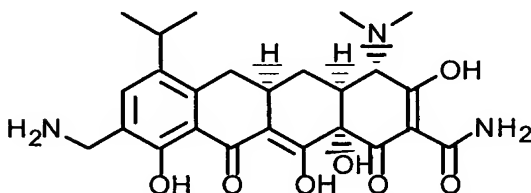
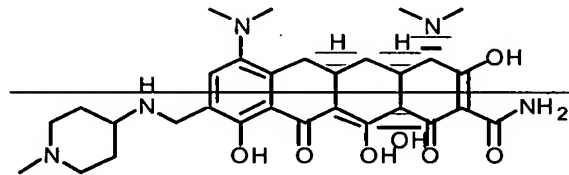
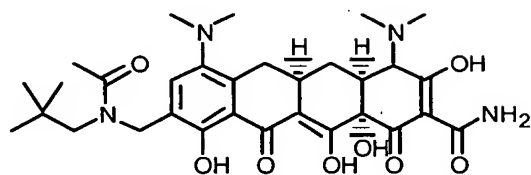


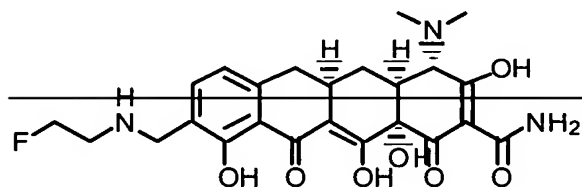
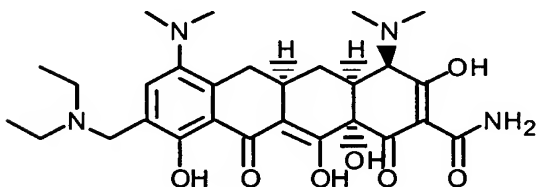
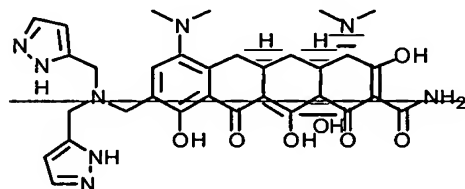
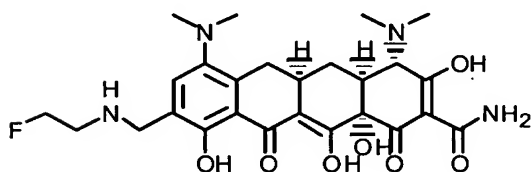
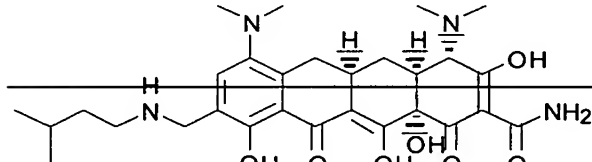
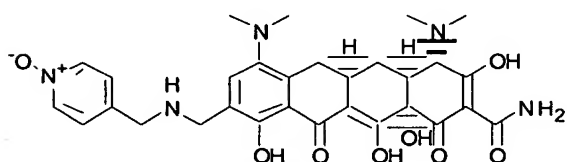
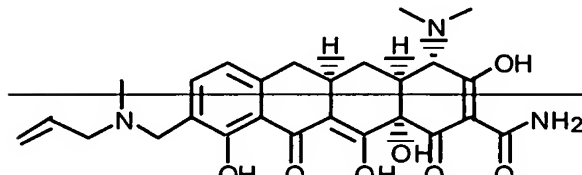
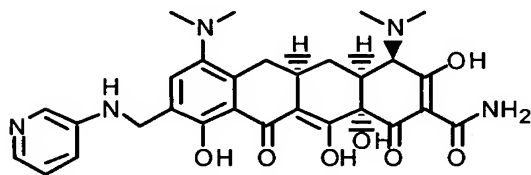
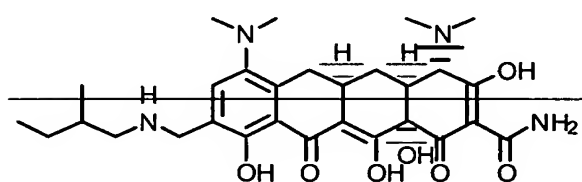
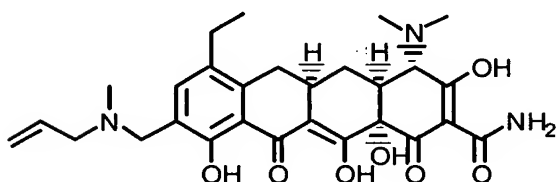
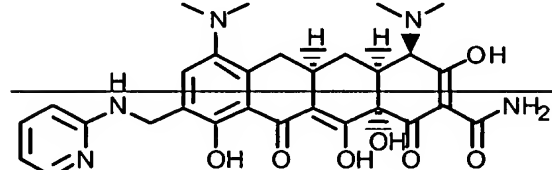
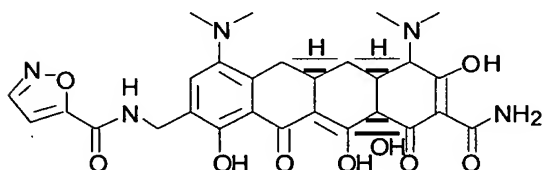
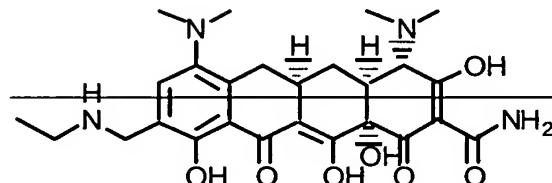
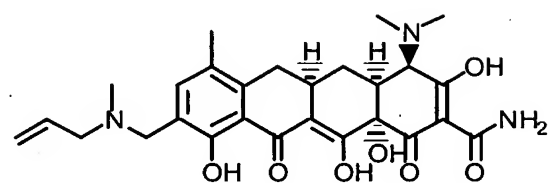


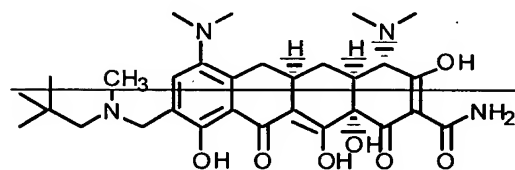
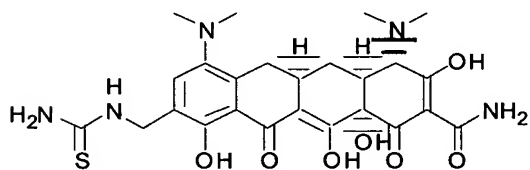
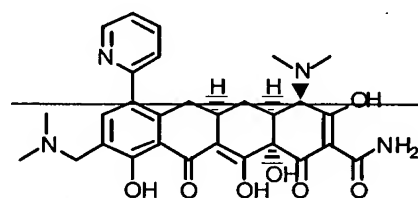
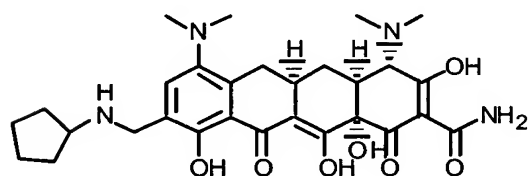
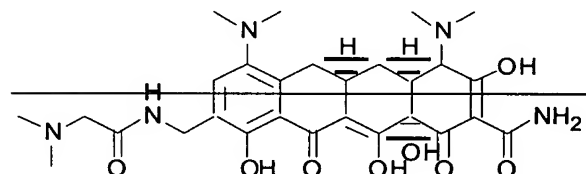
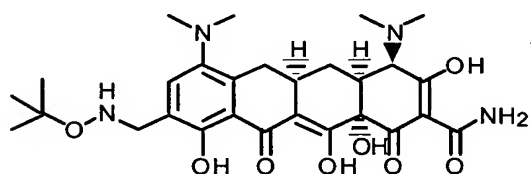
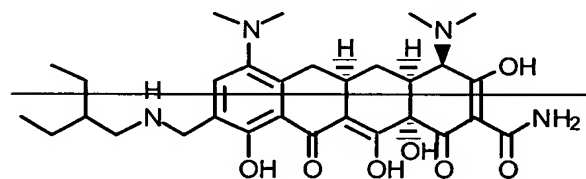
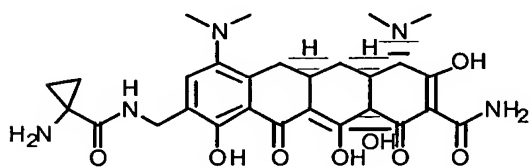
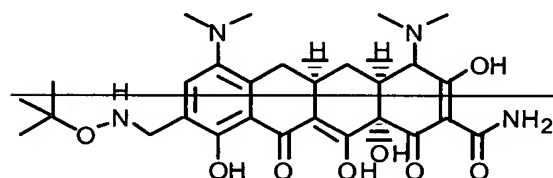
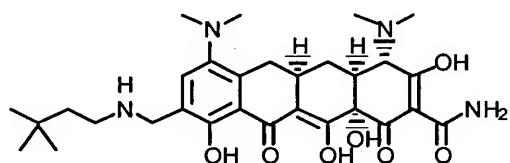
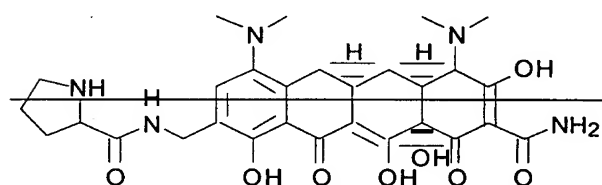
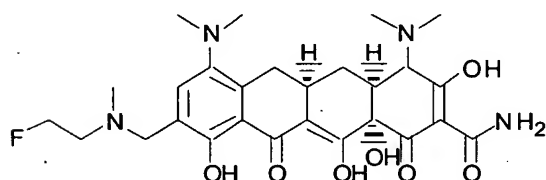
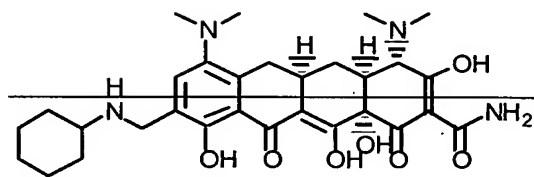
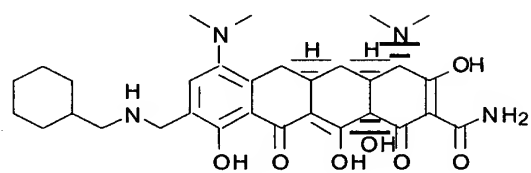


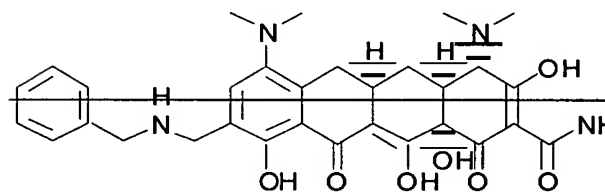
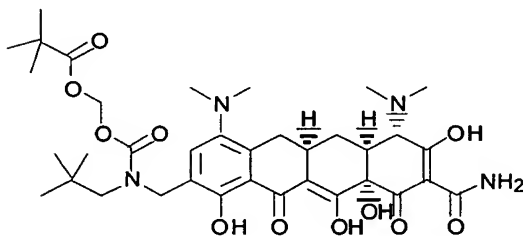
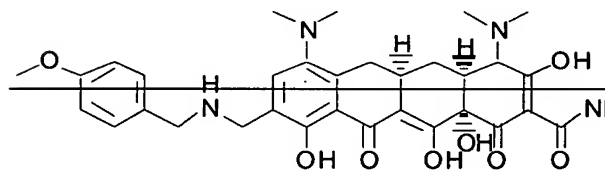
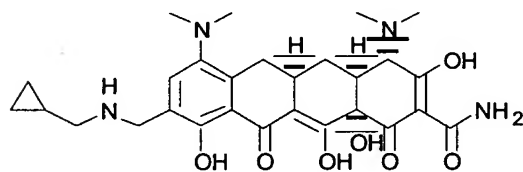
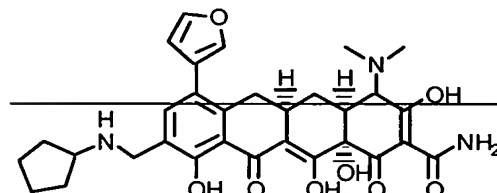
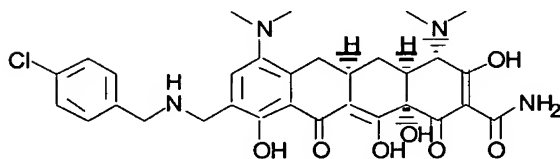
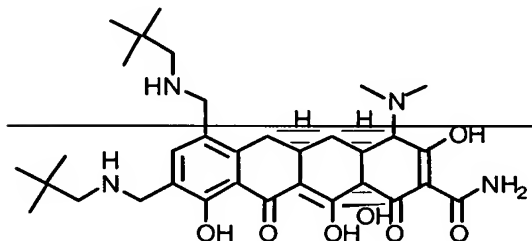
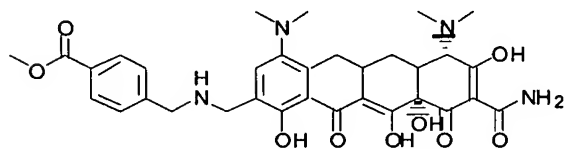
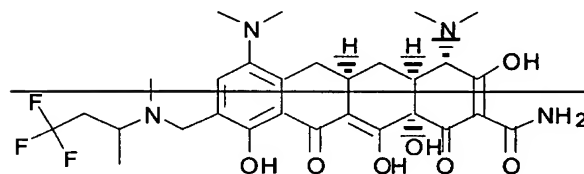
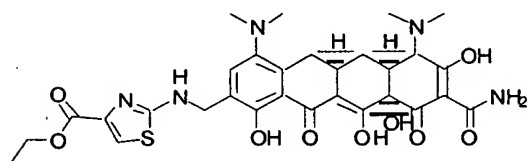
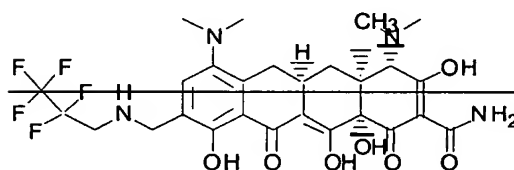
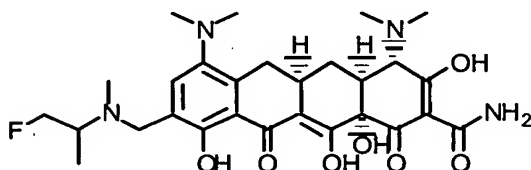
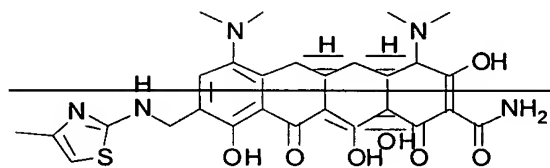
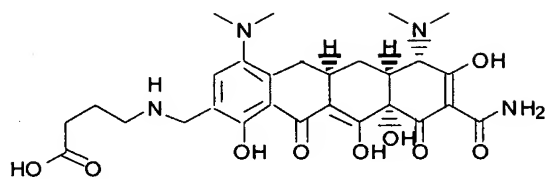


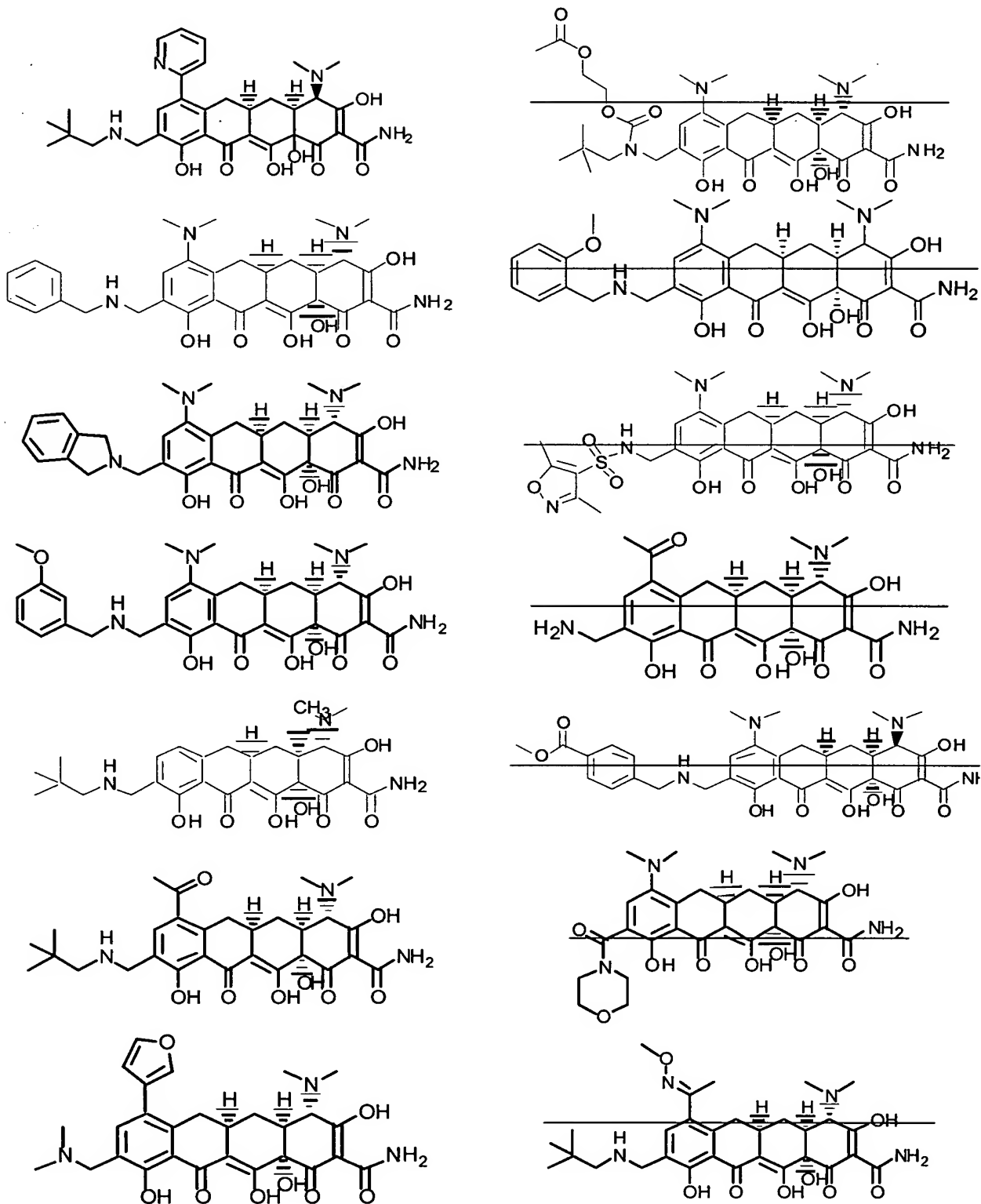




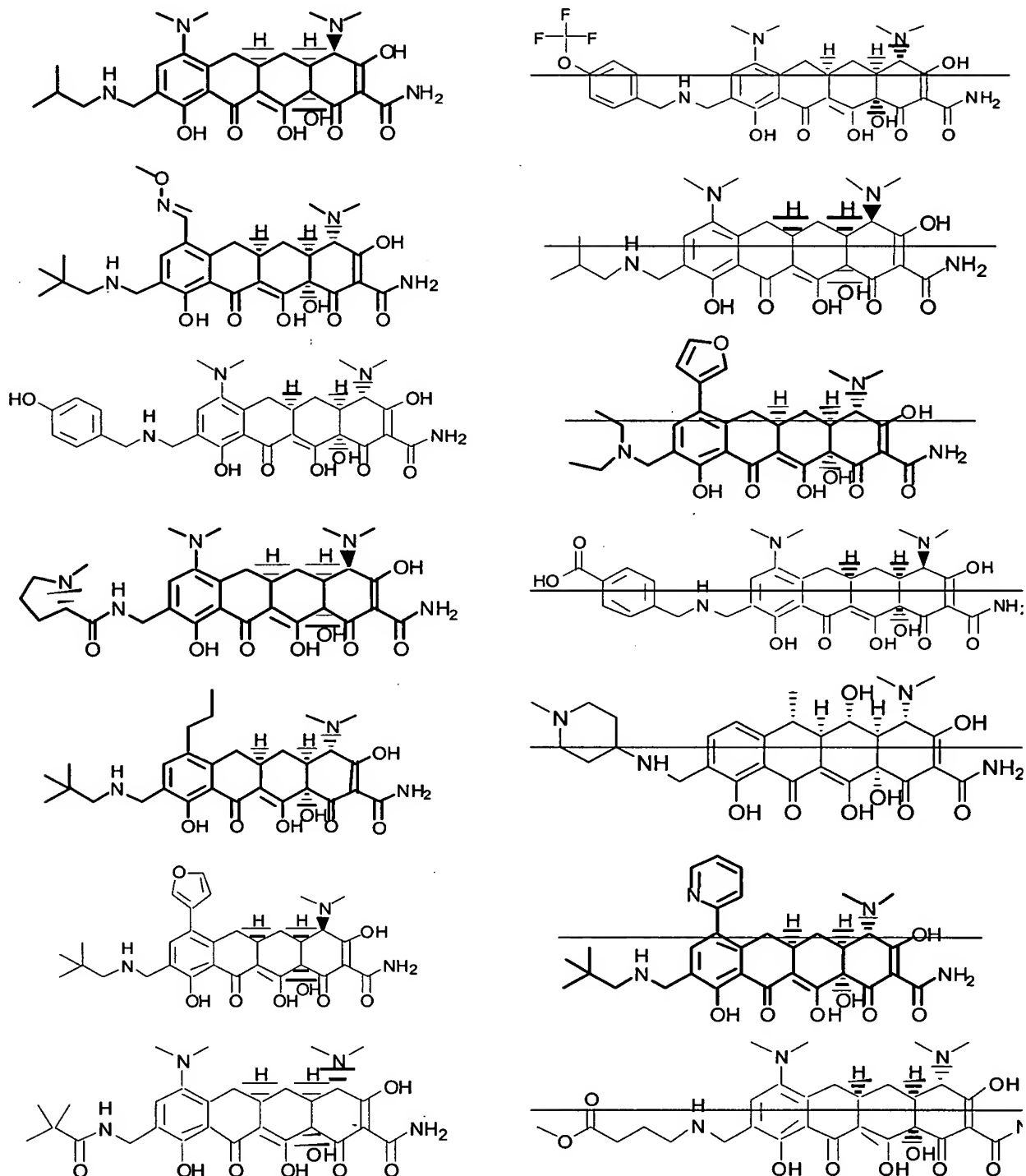


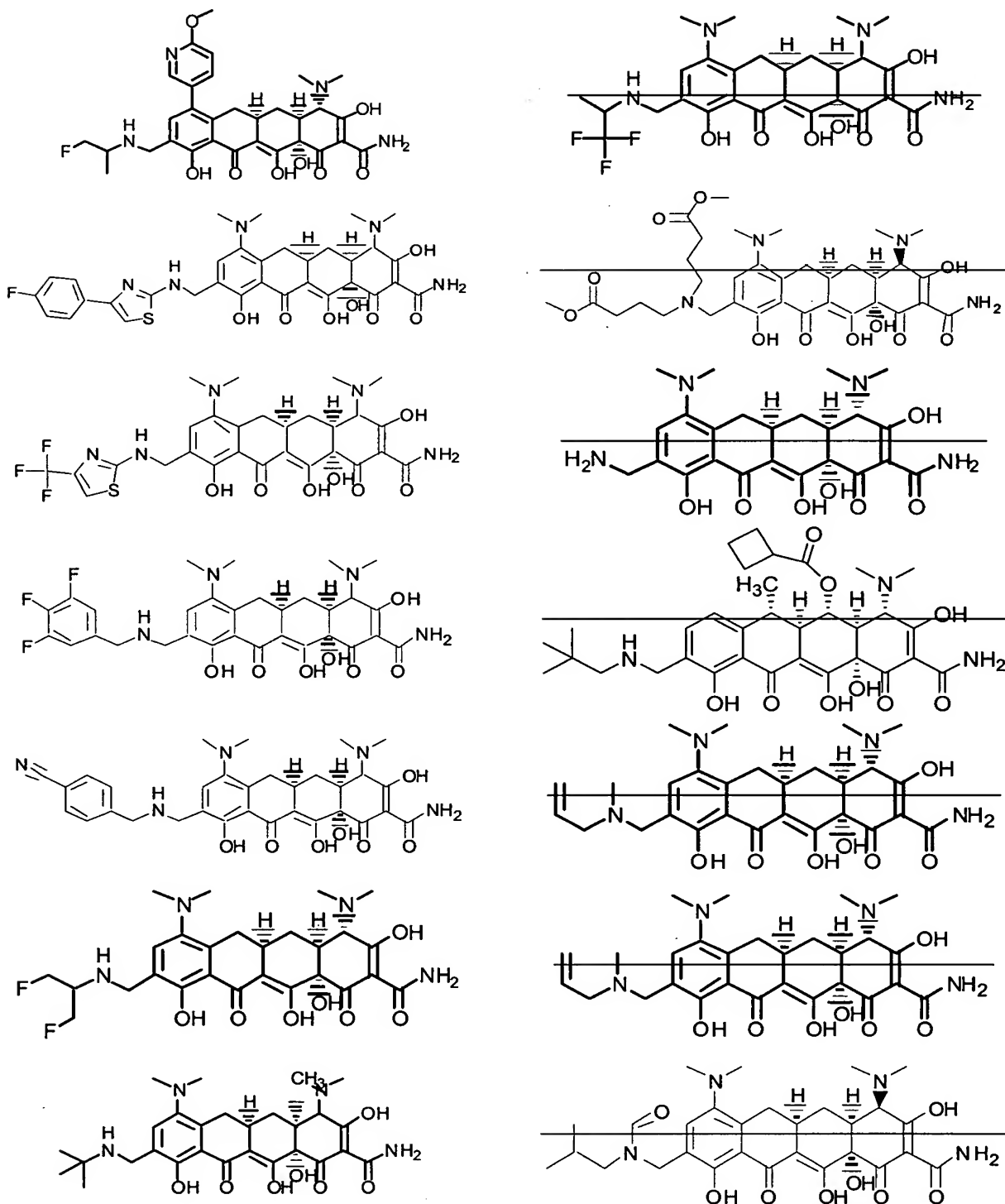


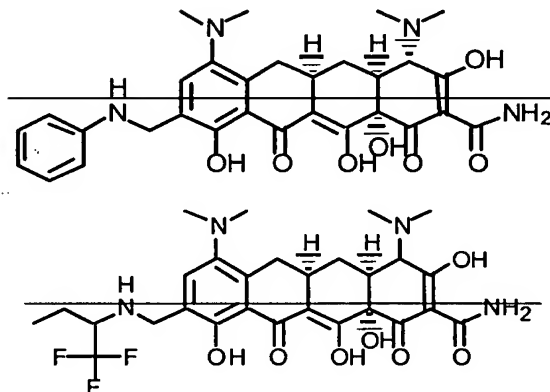
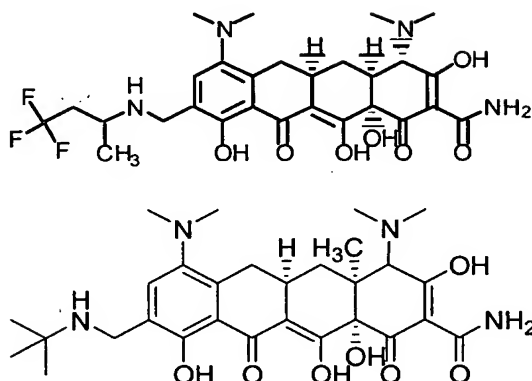












or a pharmaceutically acceptable salt thereof.

27. **(Previously Presented)** A pharmaceutical composition comprising an effective amount of a tetracycline compound of any one of claims 16, 25 or 26, and a pharmaceutically acceptable carrier.

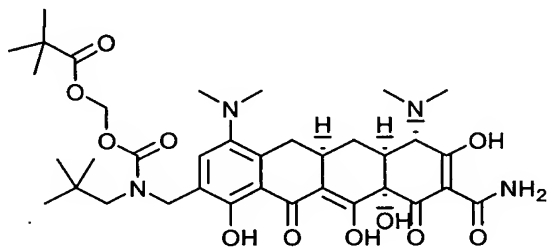
28. **(Original)** The pharmaceutical composition of claim 27, wherein said effective amount is effective to treat a tetracycline responsive state.

29.-42. **(Cancelled)**

43. **(Previously Presented)** The compound of claim 16, wherein  $R^7$  is dimethylamino.

44. **(Previously Presented)** The compound of claim 16 or 24, wherein  $J^6$  is alkyl.

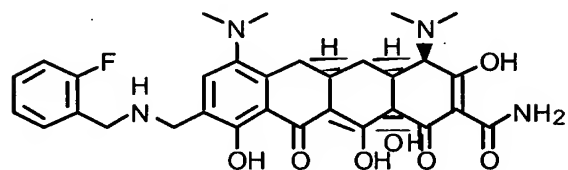
45. **(Currently Amended)** The compound of claim 44, wherein said compound is



, and pharmaceutically acceptable salts

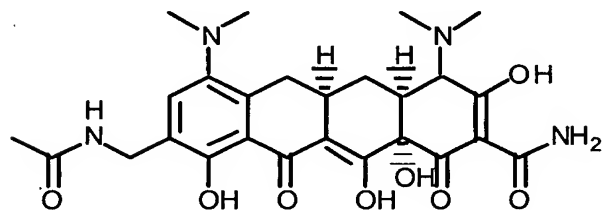
thereof.

46. (New) The compound of claim 16, wherein said compound is



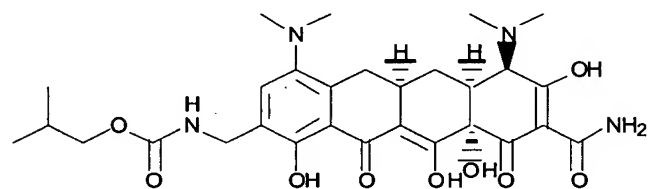
, and pharmaceutically acceptable salts thereof.

47. (New) The compound of claim 16, wherein said compound is



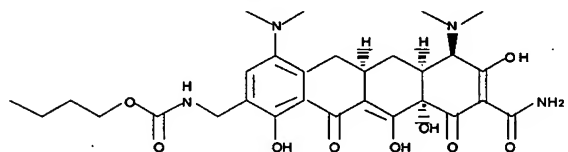
, and pharmaceutically acceptable salts thereof.

48. (New) The compound of claim 16, wherein said compound is



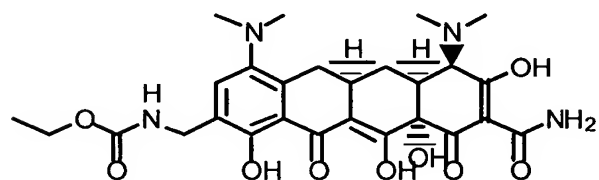
, and pharmaceutically acceptable salts thereof.

49. (New) The compound of claim 16, wherein said compound is



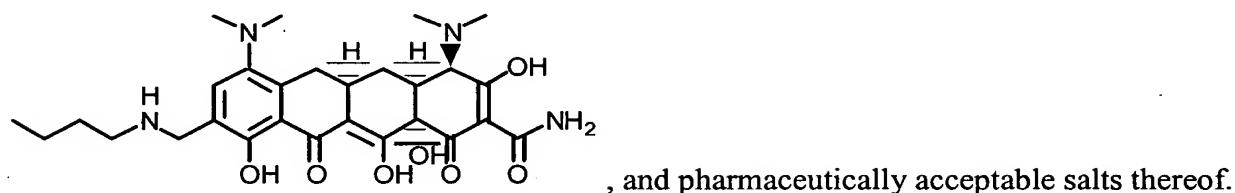
, and pharmaceutically acceptable salts thereof.

50. (New) The compound of claim 16, wherein said compound is

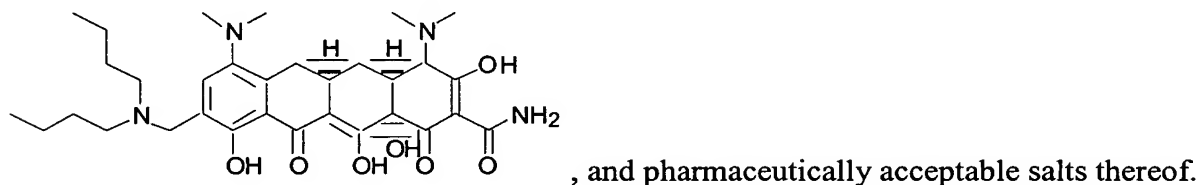


, and pharmaceutically acceptable salts thereof.

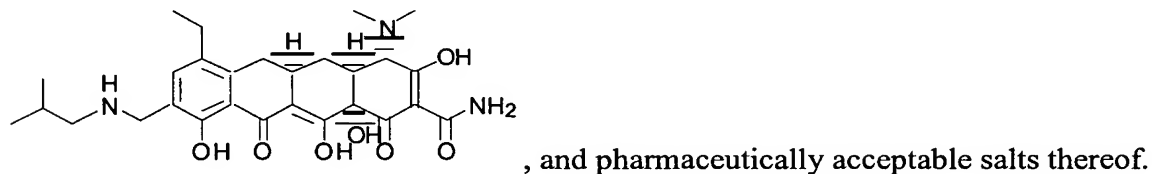
51. (New) The compound of claim 16, wherein said compound is



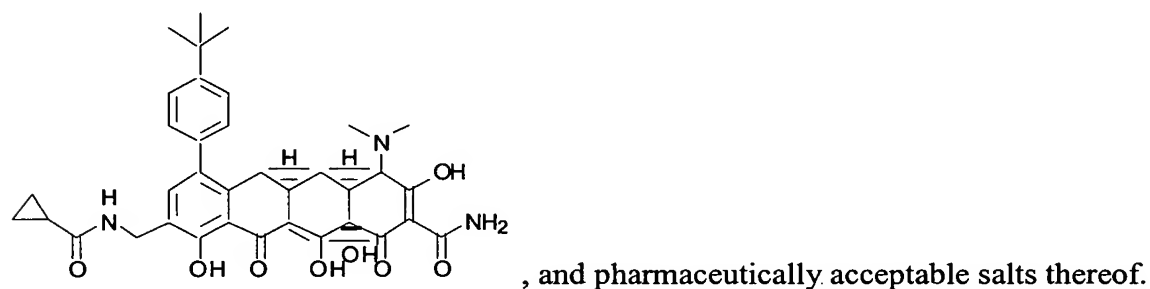
52. (New) The compound of claim 16, wherein said compound is



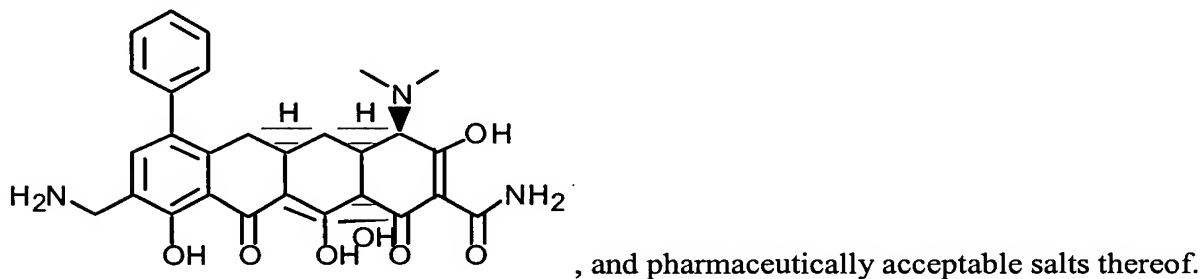
53. (New) The compound of claim 16, wherein said compound is



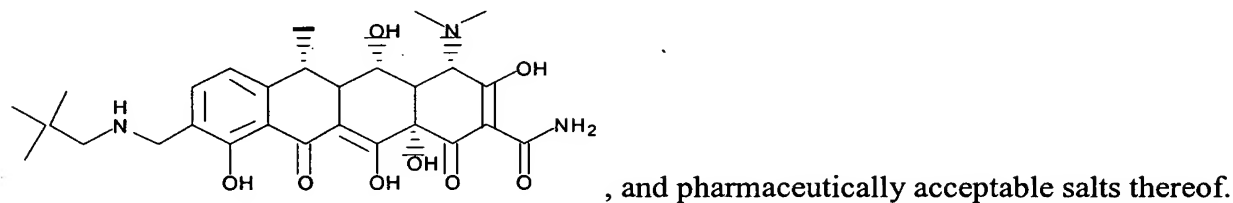
54. (New) The compound of claim 16, wherein said compound is



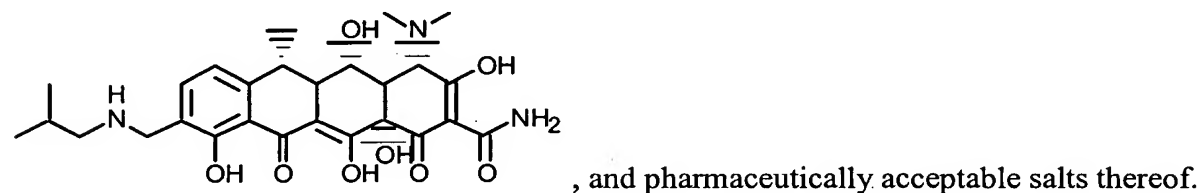
55. (New) The compound of claim 16, wherein said compound is



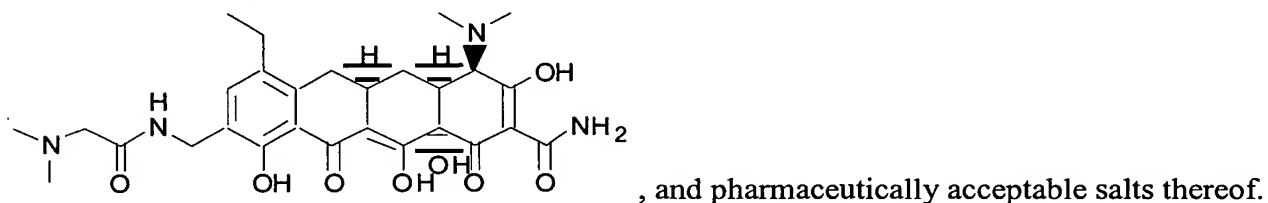
56. (New) The compound of claim 16, wherein said compound is



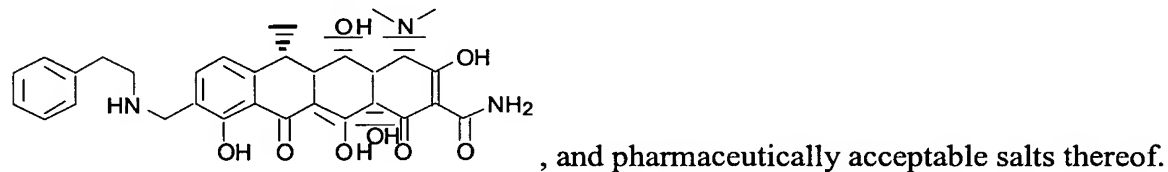
57. (New) The compound of claim 16, wherein said compound is



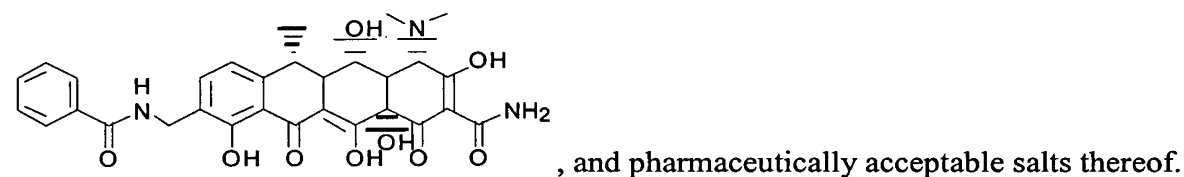
58. (New) The compound of claim 16, wherein said compound is



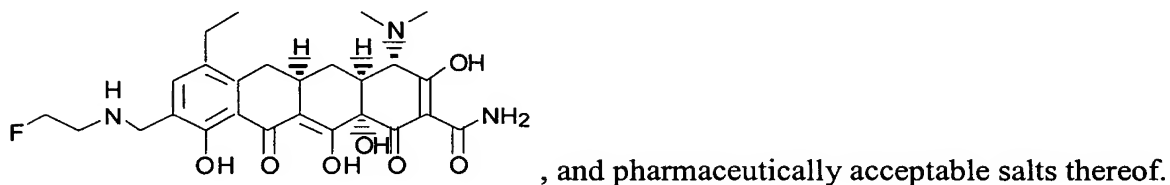
59. (New) The compound of claim 16, wherein said compound is



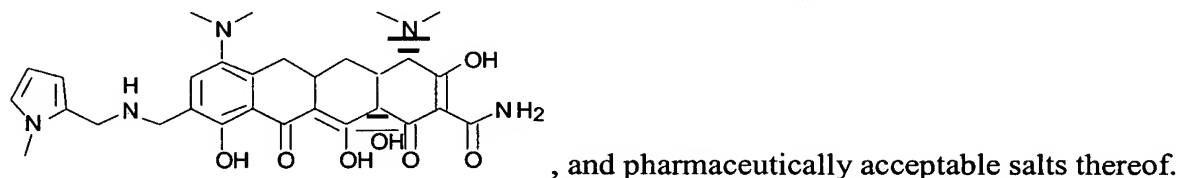
60. (New) The compound of claim 16, wherein said compound is



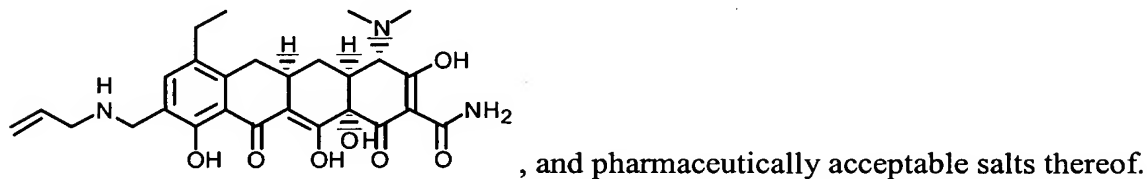
61. (New) The compound of claim 16, wherein said compound is



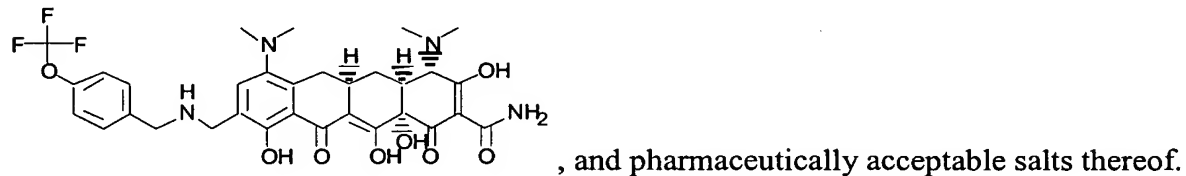
62. (New) The compound of claim 16, wherein said compound is



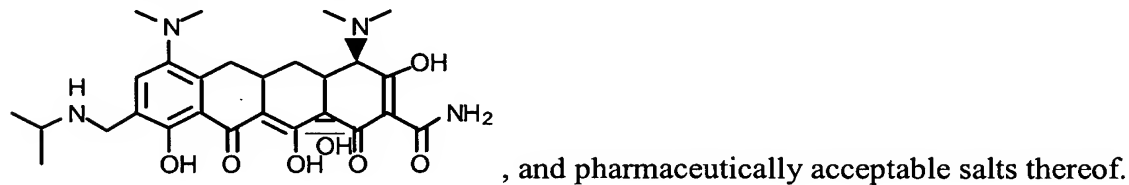
63. (New) The compound of claim 16, wherein said compound is



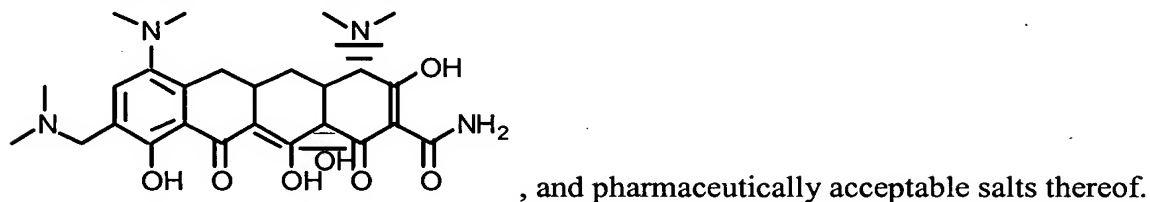
64. (New) The compound of claim 16, wherein said compound is



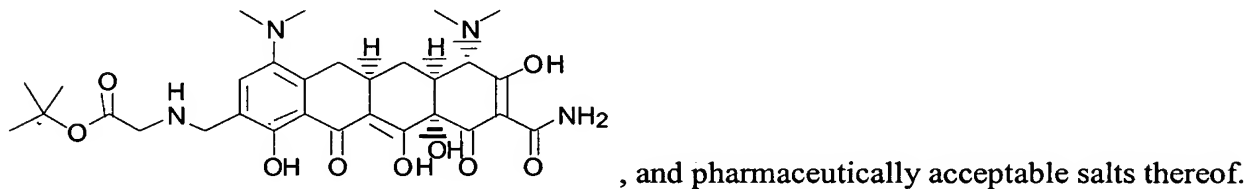
65. (New) The compound of claim 16, wherein said compound is



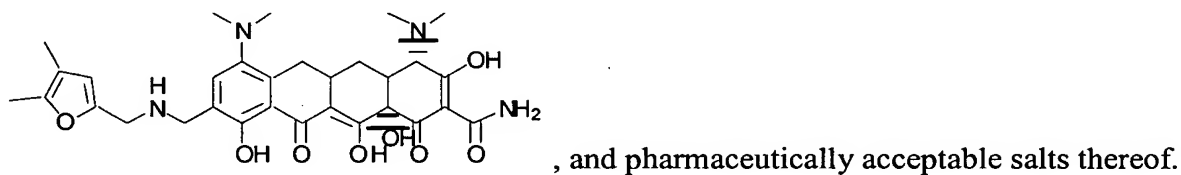
66. (New) The compound of claim 16, wherein said compound is



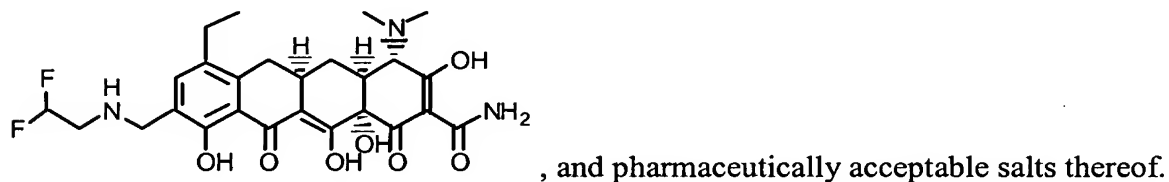
67. (New) The compound of claim 16, wherein said compound is



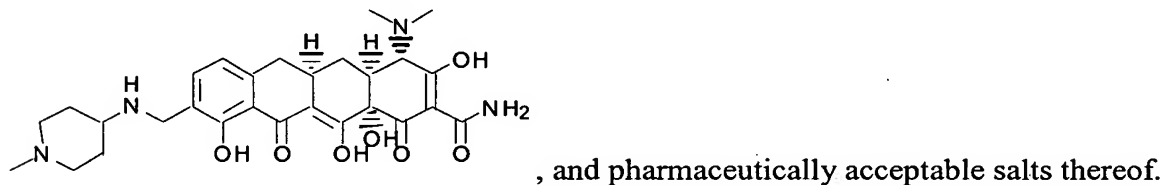
68. (New) The compound of claim 16, wherein said compound is



69. (New) The compound of claim 16, wherein said compound is

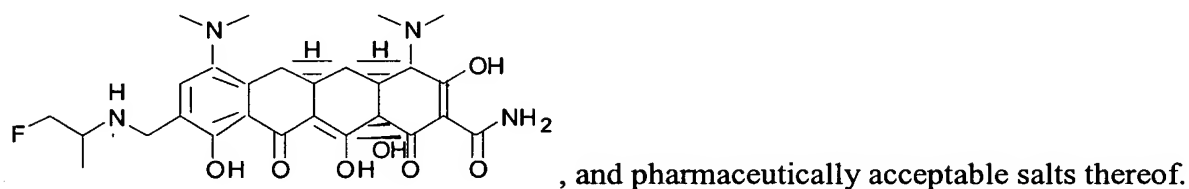


70. (New) The compound of claim 16, wherein said compound is

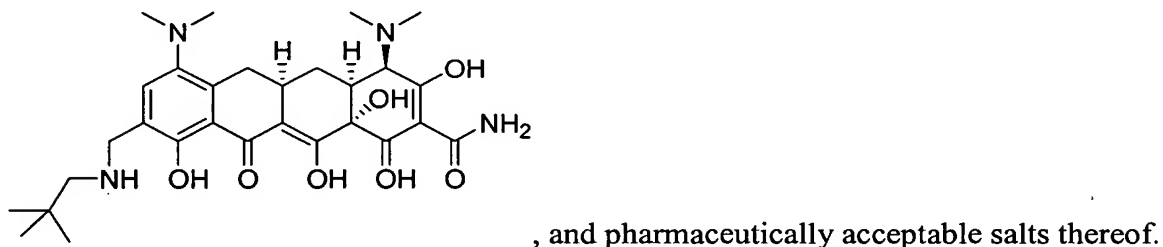




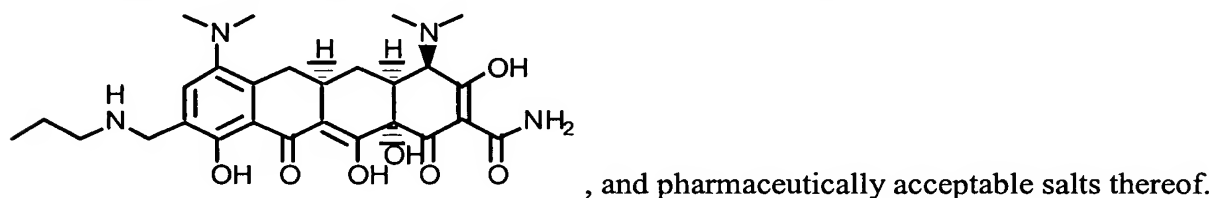
71. (New) The compound of claim 16, wherein said compound is



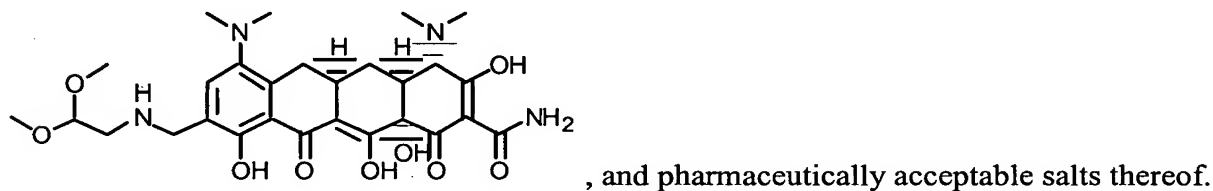
72. (New) The compound of claim 16, wherein said compound is



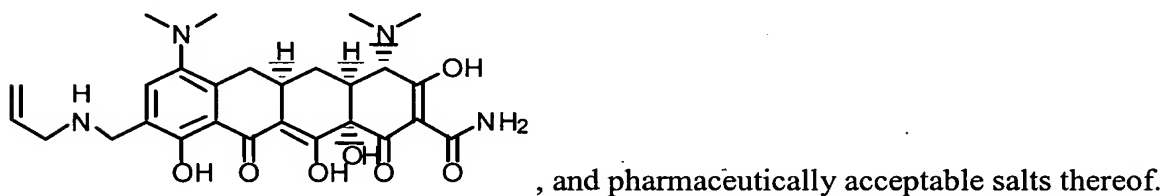
73. (New) The compound of claim 16, wherein said compound is



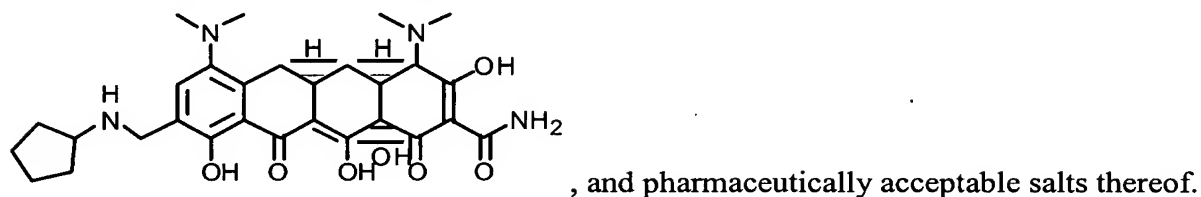
74. (New) The compound of claim 16, wherein said compound is



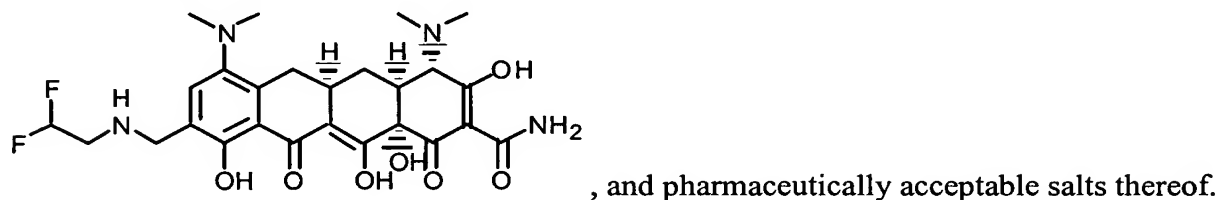
75. (New) The compound of claim 16, wherein said compound is



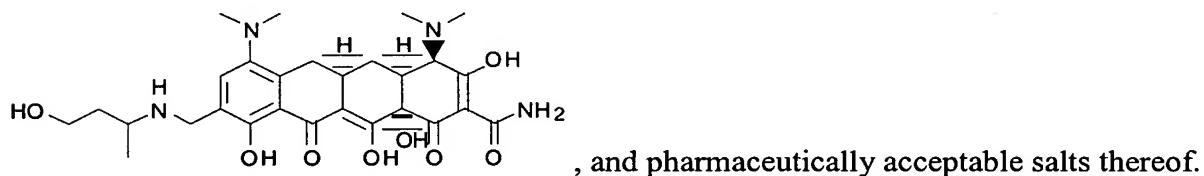
76. (New) The compound of claim 16, wherein said compound is



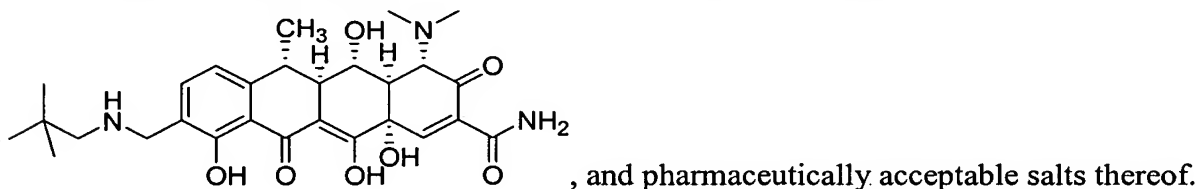
77. (New) The compound of claim 16, wherein said compound is



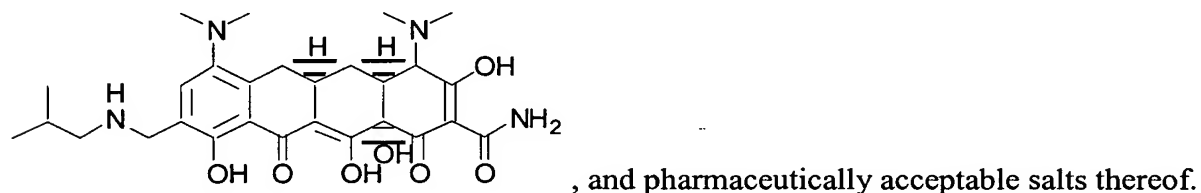
78. (New) The compound of claim 16, wherein said compound is



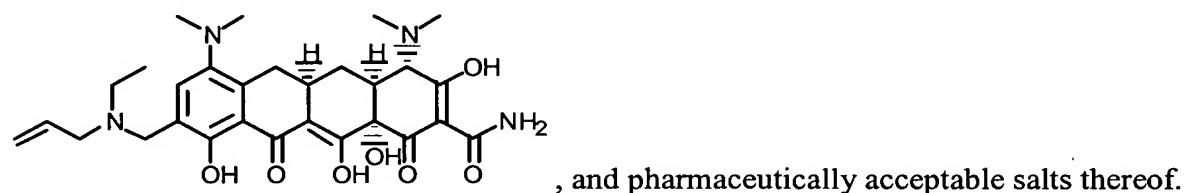
79. (New) The compound of claim 16, wherein said compound is



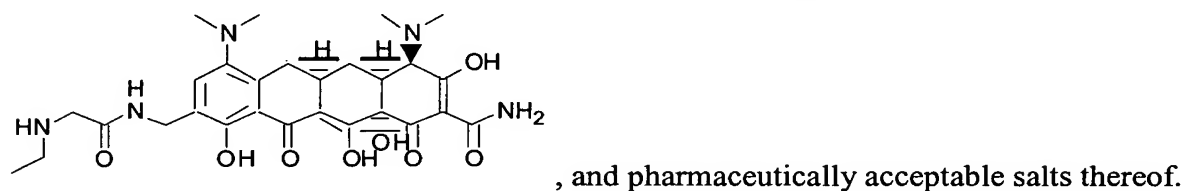
80. (New) The compound of claim 16, wherein said compound is



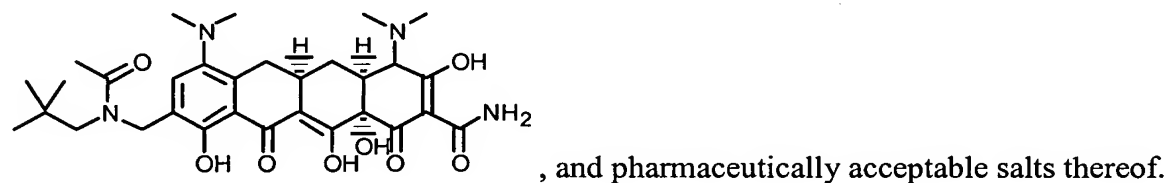
81. (New) The compound of claim 16, wherein said compound is



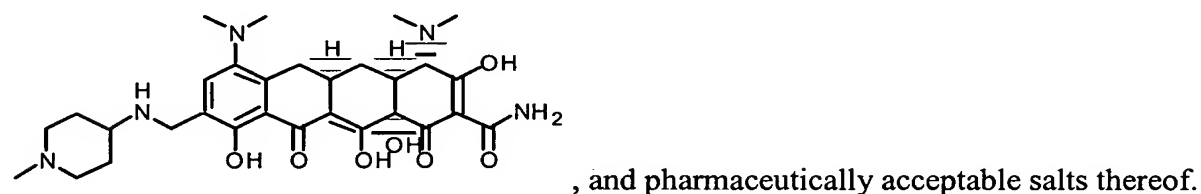
82. (New) The compound of claim 16, wherein said compound is



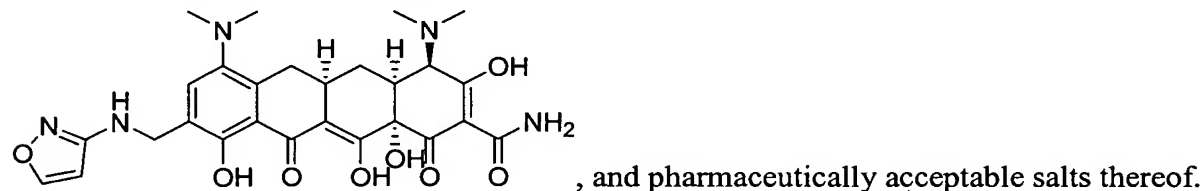
83. (New) The compound of claim 16, wherein said compound is



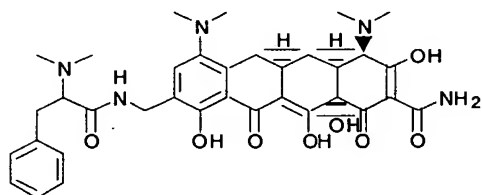
84. (New) The compound of claim 16, wherein said compound is



85. (New) The compound of claim 16, wherein said compound is

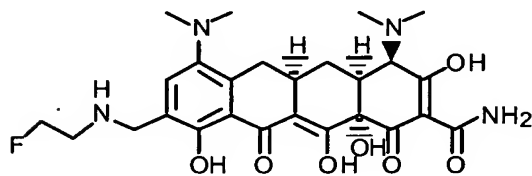


86. (New) The compound of claim 16, wherein said compound is



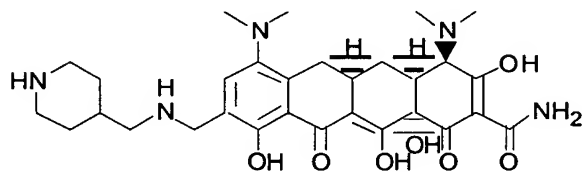
, and pharmaceutically acceptable salts thereof.

87. (New) The compound of claim 16, wherein said compound is



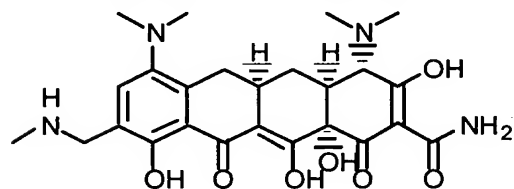
, and pharmaceutically acceptable salts thereof.

88. (New) The compound of claim 16, wherein said compound is



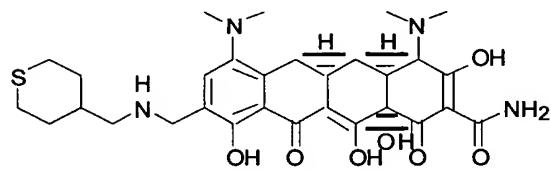
, and pharmaceutically acceptable salts thereof.

89. (New) The compound of claim 16, wherein said compound is



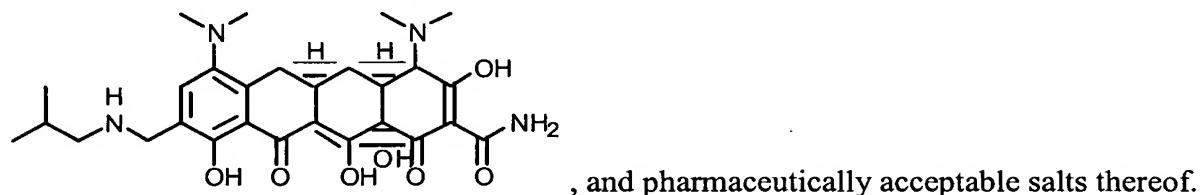
, and pharmaceutically acceptable salts thereof.

90. (New) The compound of claim 16, wherein said compound is

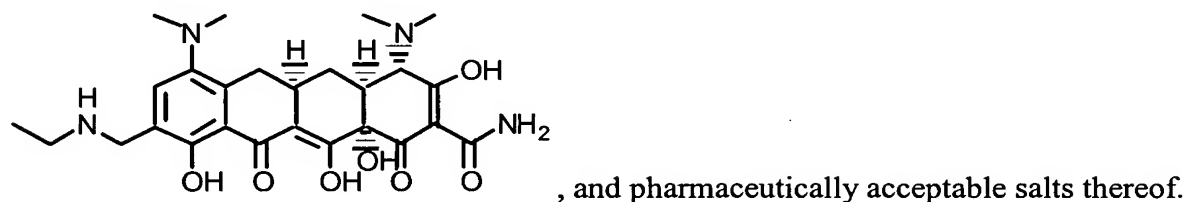


, and pharmaceutically acceptable salts thereof.

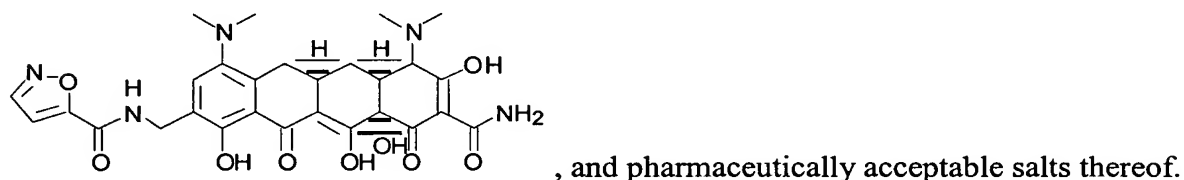
91. (New) The compound of claim 16, wherein said compound is



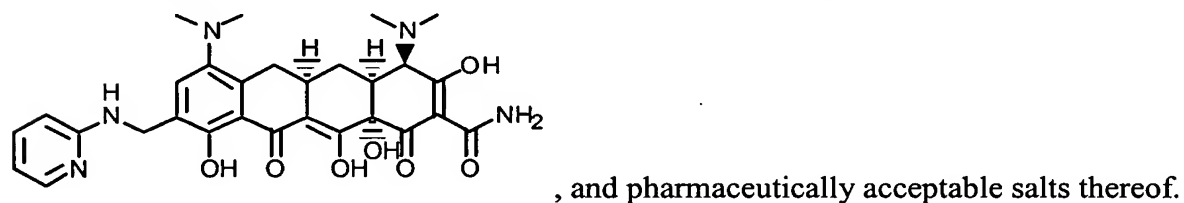
92. (New) The compound of claim 16, wherein said compound is



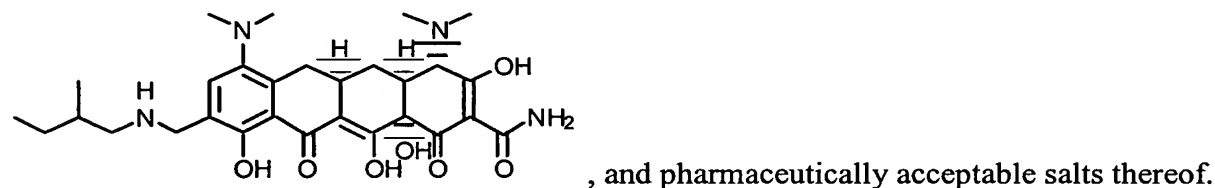
93. (New) The compound of claim 16, wherein said compound is



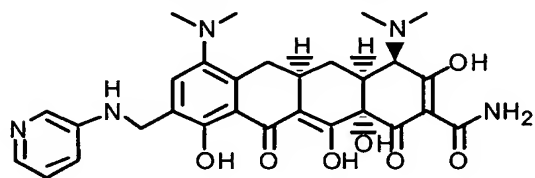
94. (New) The compound of claim 16, wherein said compound is



95. (New) The compound of claim 16, wherein said compound is

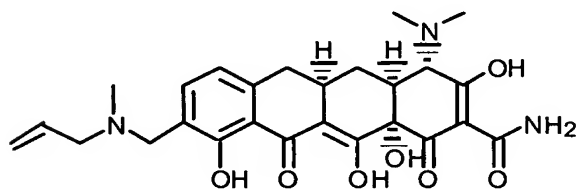


96. (New) The compound of claim 16, wherein said compound is



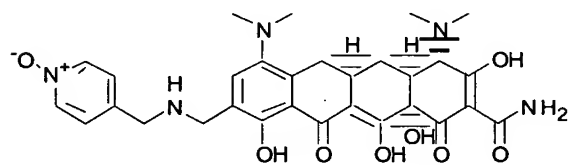
, and pharmaceutically acceptable salts thereof.

97. (New) The compound of claim 16, wherein said compound is



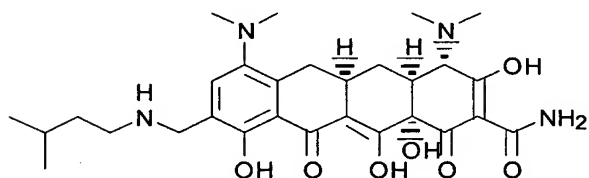
, and pharmaceutically acceptable salts thereof.

98. (New) The compound of claim 16, wherein said compound is



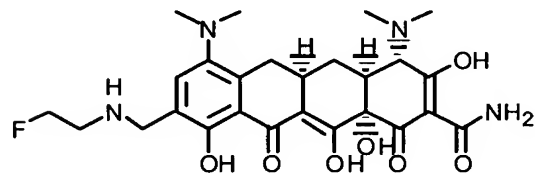
, and pharmaceutically acceptable salts thereof.

99. (New) The compound of claim 16, wherein said compound is



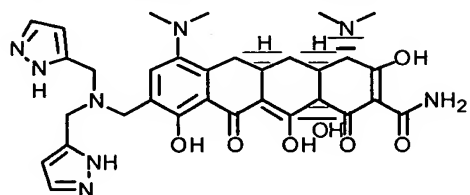
, and pharmaceutically acceptable salts thereof.

100. (New) The compound of claim 16, wherein said compound is



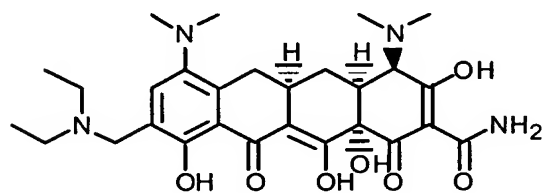
, and pharmaceutically acceptable salts thereof.

101. (New) The compound of claim 16, wherein said compound is



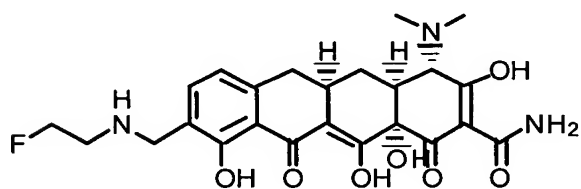
, and pharmaceutically acceptable salts thereof.

102. (New) The compound of claim 16, wherein said compound is



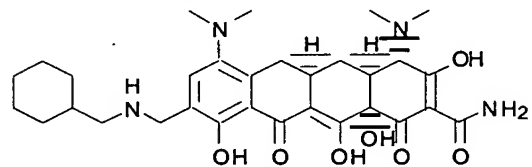
, and pharmaceutically acceptable salts thereof.

103. (New) The compound of claim 16, wherein said compound is



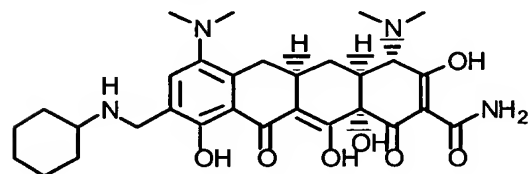
, and pharmaceutically acceptable salts thereof.

104. (New) The compound of claim 16, wherein said compound is



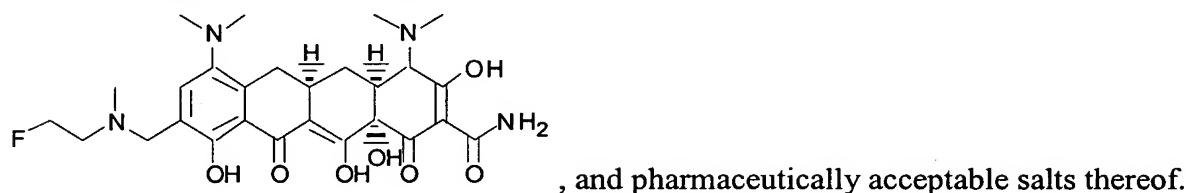
, and pharmaceutically acceptable salts thereof.

105. (New) The compound of claim 16, wherein said compound is

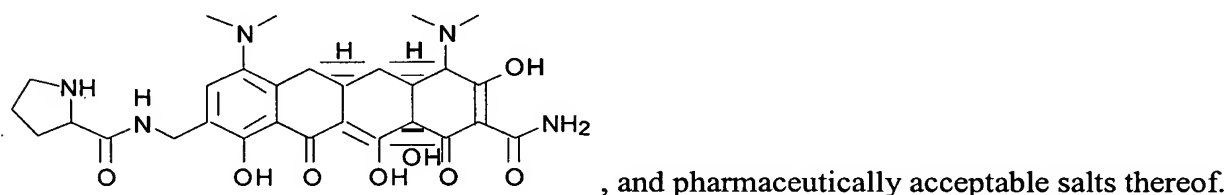


, and pharmaceutically acceptable salts thereof.

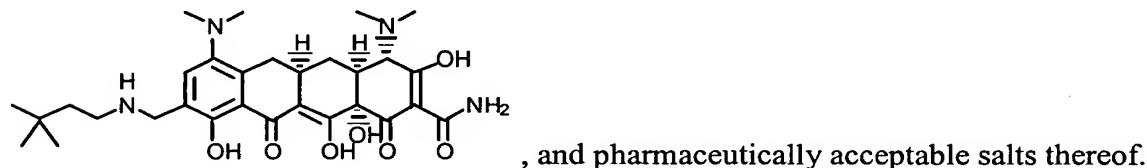
106. (New) The compound of claim 16, wherein said compound is



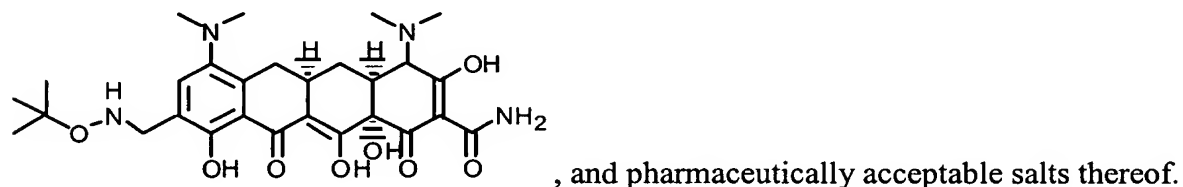
107. (New) The compound of claim 16, wherein said compound is



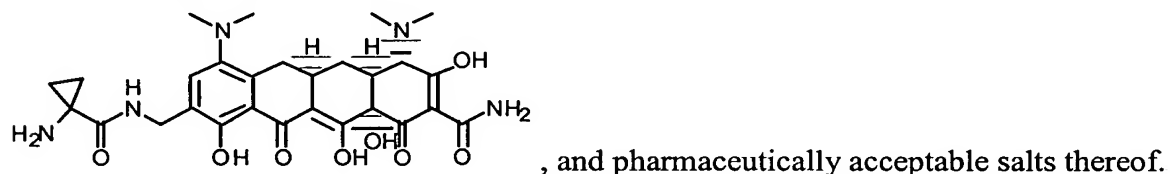
108. (New) The compound of claim 16, wherein said compound is



109. (New) The compound of claim 16, wherein said compound is

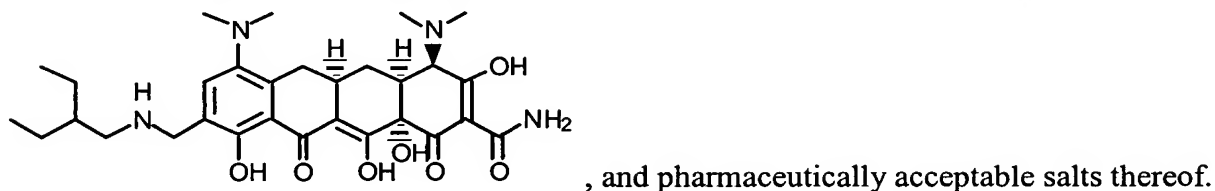


110. (New) The compound of claim 16, wherein said compound is

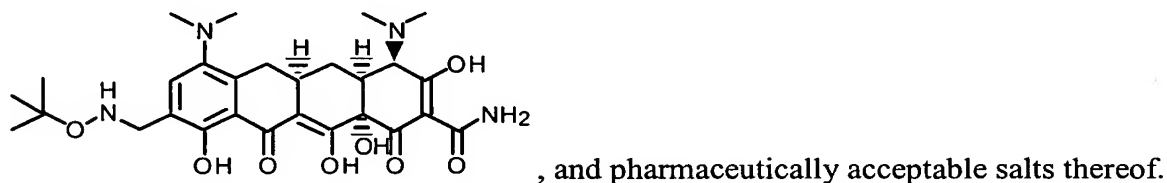




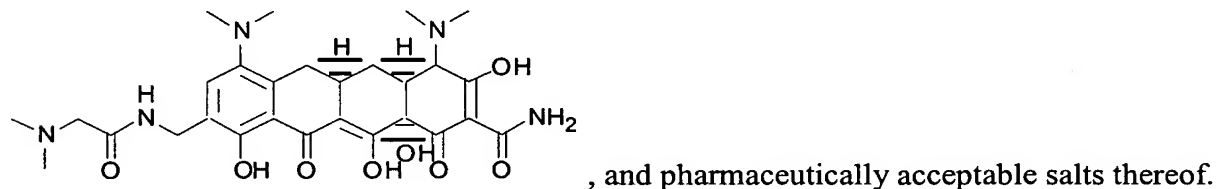
111. (New) The compound of claim 16, wherein said compound is



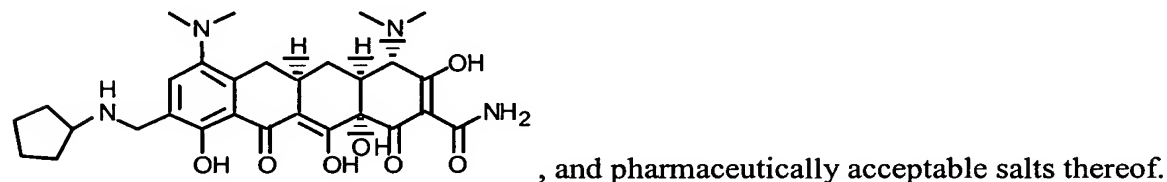
112. (New) The compound of claim 16, wherein said compound is



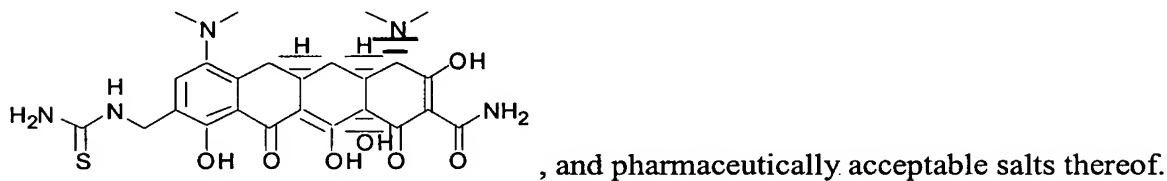
113. (New) The compound of claim 16, wherein said compound is



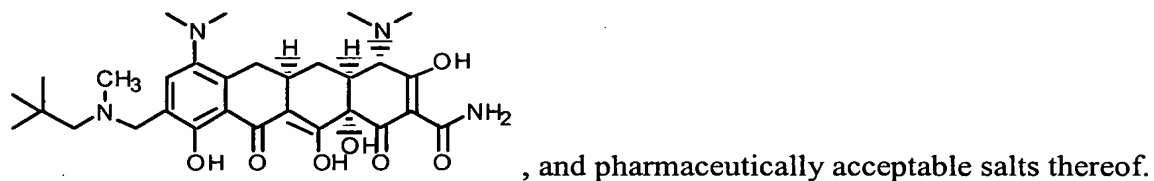
114. (New) The compound of claim 16, wherein said compound is



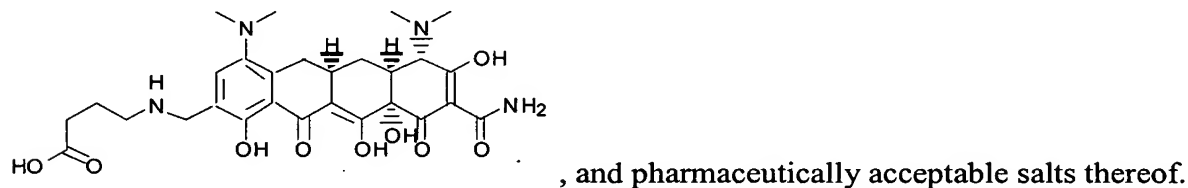
115. (New) The compound of claim 16, wherein said compound is



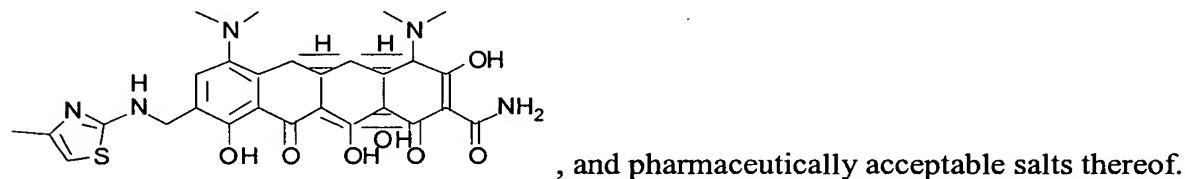
116. (New) The compound of claim 16, wherein said compound is



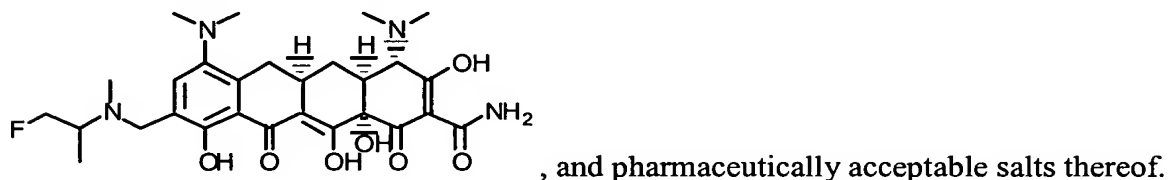
117. (New) The compound of claim 16, wherein said compound is



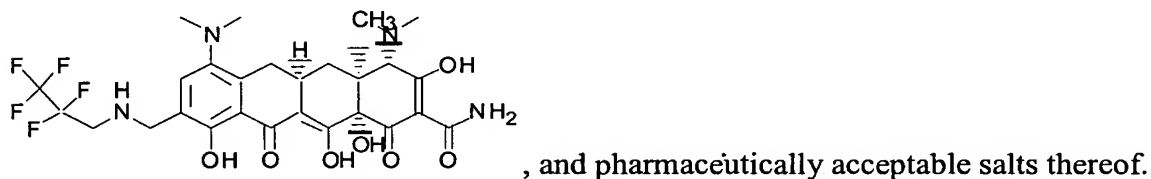
118. (New) The compound of claim 16, wherein said compound is



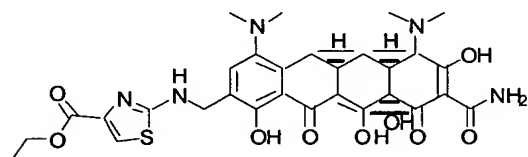
119. (New) The compound of claim 16, wherein said compound is



120. (New) The compound of claim 16, wherein said compound is

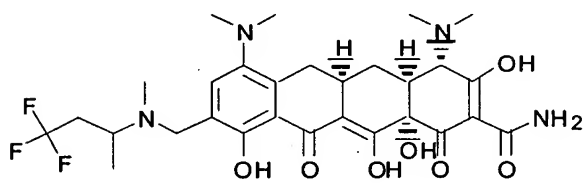


121. (New) The compound of claim 16, wherein said compound is



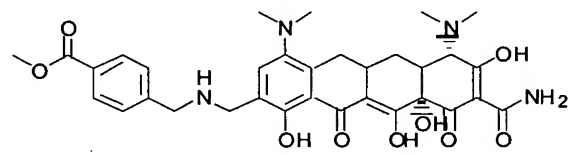
, and pharmaceutically acceptable salts thereof.

122. (New) The compound of claim 16, wherein said compound is



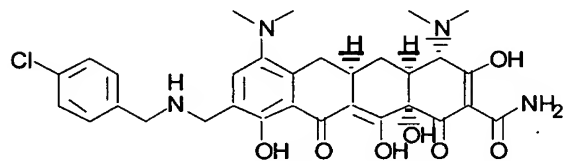
, and pharmaceutically acceptable salts thereof.

123. (New) The compound of claim 16, wherein said compound is



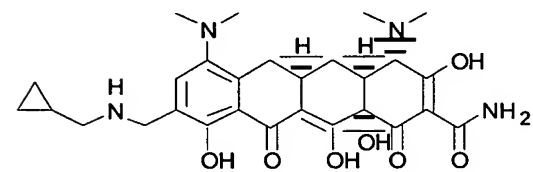
, and pharmaceutically acceptable salts thereof.

124. (New) The compound of claim 16, wherein said compound is



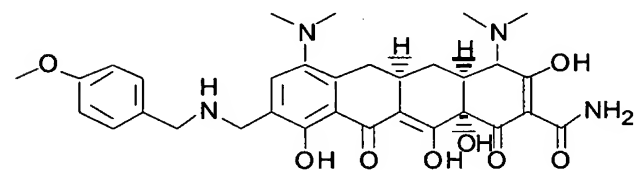
, and pharmaceutically acceptable salts thereof.

125. (New) The compound of claim 16, wherein said compound is



, and pharmaceutically acceptable salts thereof.

126. (New) The compound of claim 16, wherein said compound is

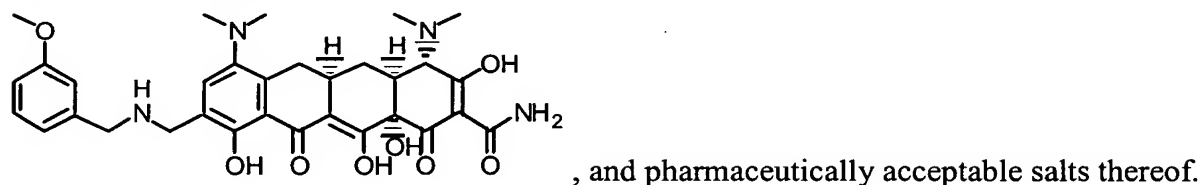


, and pharmaceutically acceptable salts thereof.

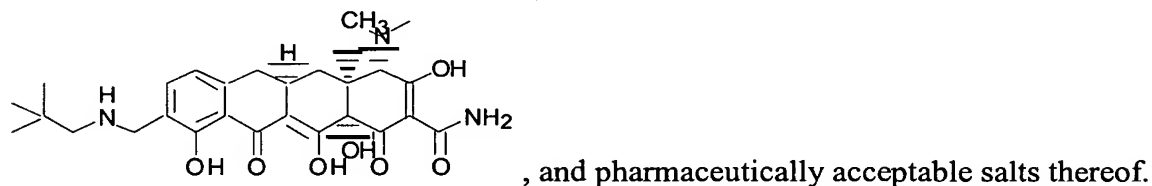
CN1C=CC(=C2C(=C1)C(=O)C(=C3C(=O)C(=C4C(=O)C(=C5C(=O)C(=C(C=C5)C(=O)N)O)O)O)O)O)C2)C3)O)O)C4)O)O)C6=CC=CC=C6CN6CC(=O)OCCOC(=O)N(CCC(C)(C)C)Cc1c(O)c2c(c1)c(=O)c3c2c(O)c(O)c4c3c(O)c(N)cc4N(C)CCN1C=CC(=O)C2=C1C(=O)C(=C(C=C2)C(=O)C3=C(C(=O)C4=C(C=C(C=C4)N(C)C)O)O)O)O)OCN1CCCC1c2c3c(c4c2c(=O)c5c4c(=O)c6c5c(=O)c(=O)c6N)nc(C)nc3CCc1nc(C)c(S(=O)(=O)NCc2cc(O)c(N(C)C)c3c2C(=O)c4c(O)c(N(C)C)c(=O)c4C(=O)N)c3)c1

37.

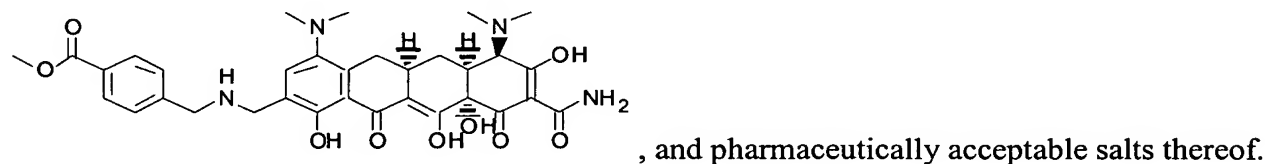
132. (New) The compound of claim 16, wherein said compound is



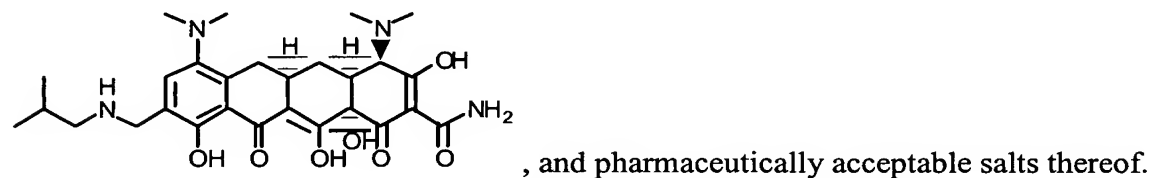
133. (New) The compound of claim 16, wherein said compound is



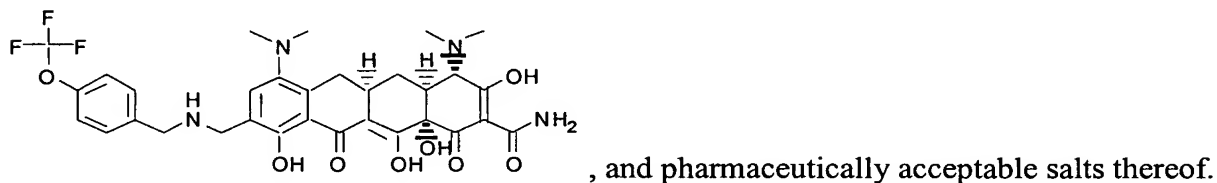
134. (New) The compound of claim 16, wherein said compound is



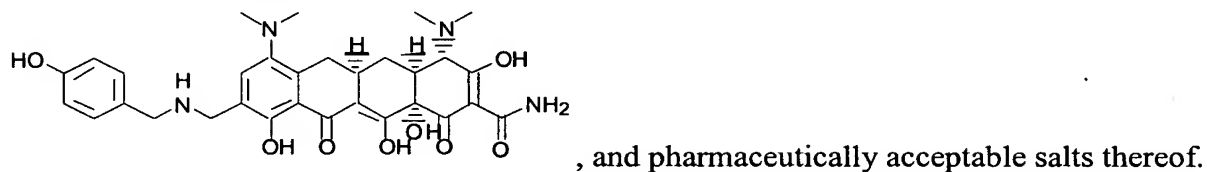
135. (New) The compound of claim 16, wherein said compound is



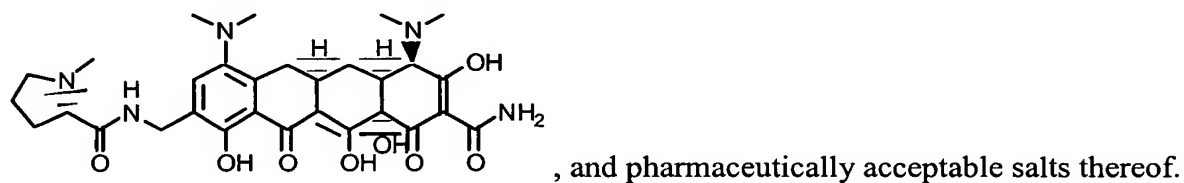
136. (New) The compound of claim 16, wherein said compound is



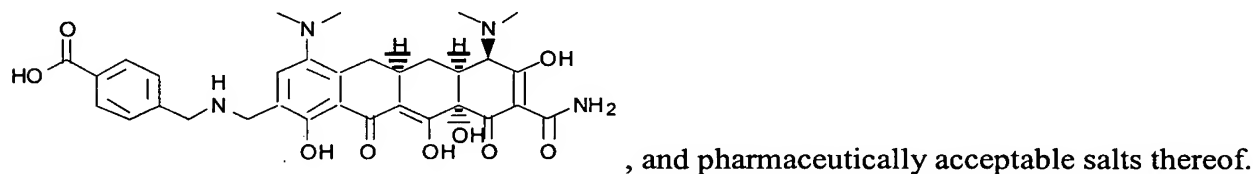
137. (New) The compound of claim 16, wherein said compound is



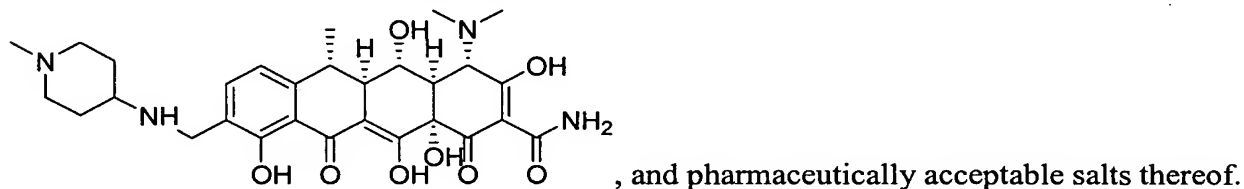
138. (New) The compound of claim 16, wherein said compound is



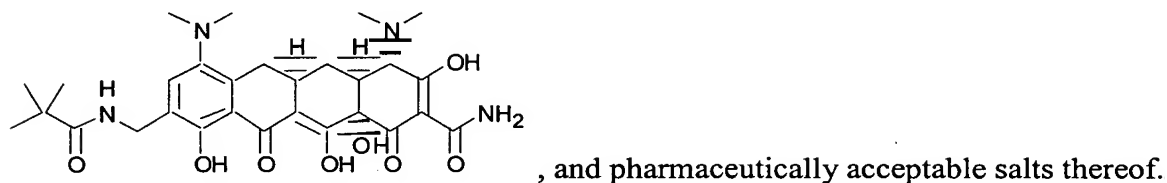
139. (New) The compound of claim 16, wherein said compound is



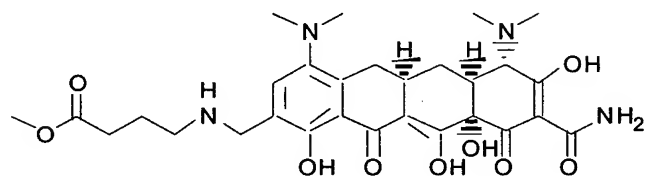
140. (New) The compound of claim 16, wherein said compound is



141. (New) The compound of claim 16, wherein said compound is

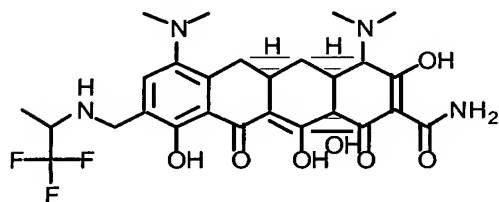


142. (New) The compound of claim 16, wherein said compound is



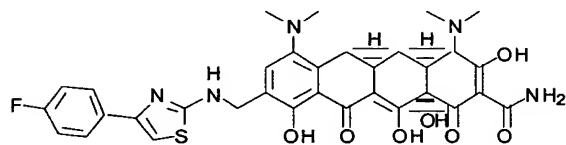
, and pharmaceutically acceptable salts thereof.

143. (New) The compound of claim 16, wherein said compound is



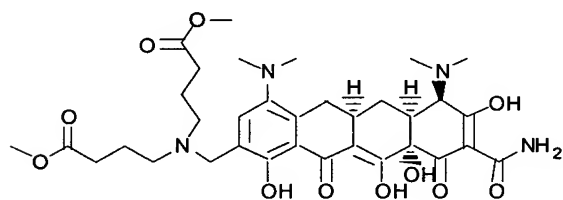
, and pharmaceutically acceptable salts thereof.

144. (New) The compound of claim 16, wherein said compound is



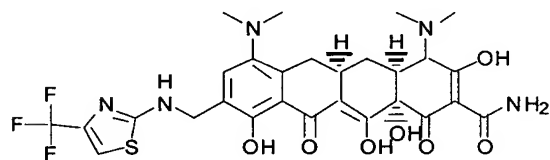
, and pharmaceutically acceptable salts thereof.

145. (New) The compound of claim 16, wherein said compound is



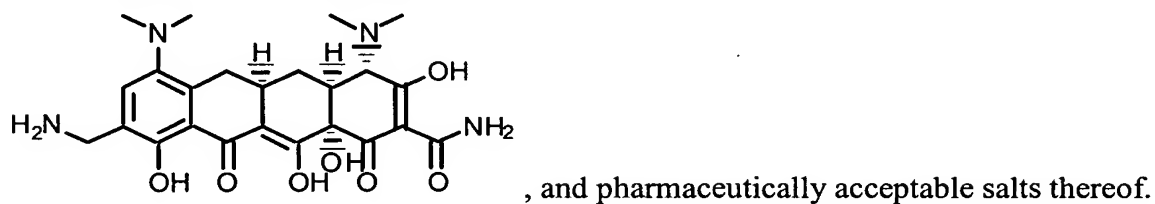
, and pharmaceutically acceptable salts thereof.

146. (New) The compound of claim 16, wherein said compound is

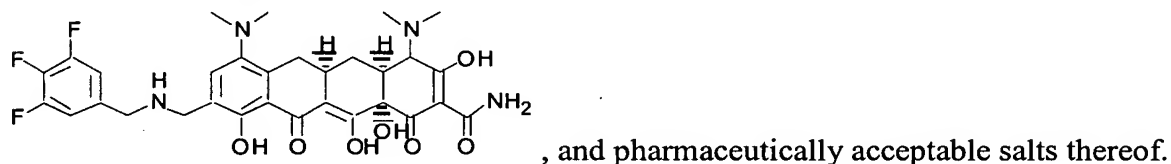


, and pharmaceutically acceptable salts thereof.

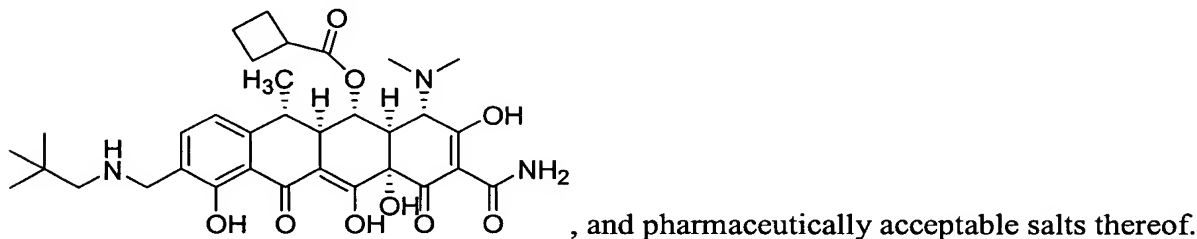
147. (New) The compound of claim 16, wherein said compound is



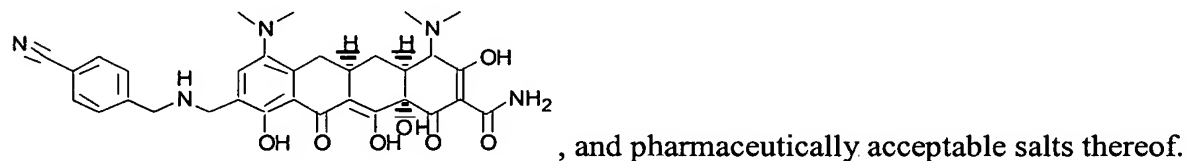
148. (New) The compound of claim 16, wherein said compound is



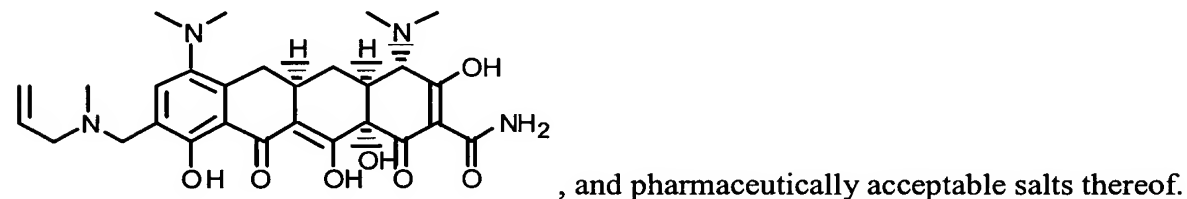
149. (New) The compound of claim 16, wherein said compound is



150. (New) The compound of claim 16, wherein said compound is

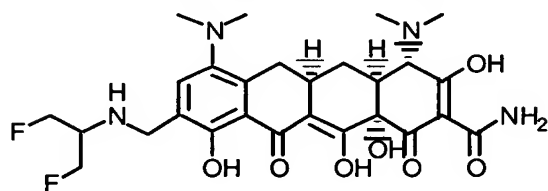


151. (New) The compound of claim 16, wherein said compound is



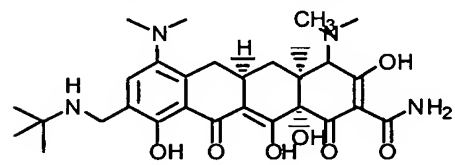


152. (New) The compound of claim 16, wherein said compound is



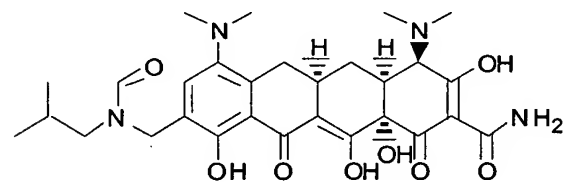
, and pharmaceutically acceptable salts thereof.

153. (New) The compound of claim 16, wherein said compound is



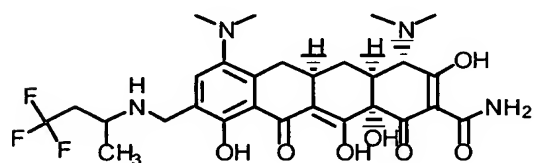
, and pharmaceutically acceptable salts thereof.

154. (New) The compound of claim 16, wherein said compound is



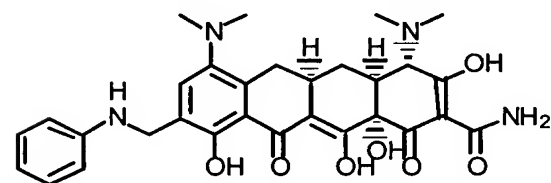
, and pharmaceutically acceptable salts thereof.

155. (New) The compound of claim 16, wherein said compound is



, and pharmaceutically acceptable salts thereof.

156. (New) The compound of claim 16, wherein said compound is



, and pharmaceutically acceptable salts thereof.

157. (New) The compound of claim 16, wherein said compound is

